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Friendship comes in many colours!

Take your adventure far beyond Equestria's borders with this: the first sourcebook for *Tails of Equestria*. Based on *MY LITTLE PONY: THE MOVIE*, this book contains everything you need to bring new and exciting characters, locations, and stories to your *Tails of Equestria* game.

In this sourcebook you will find:

- Detailed descriptions of new areas outside Equestria, such as Klugetown and Mt Aris, and advice on how to incorporate them into your game. You can even travel underwater as a Seapony!
- Four new playable races: Cats, Parrots, Hippogriffs, and Lizardfolk.
- New rules options relating to factions, reputation, and vehicles—own and customise your own airship.
- A brand new adventure set outside Equestria. Join Captain Rosella's piratical quest for treasure and stop the threat of the Storm King's minions.
- Lots of new NPC stats, featuring all your favourite characters from *MY LITTLE PONY: THE MOVIE*.

...and much more!

*This book is an expansion for: *Tails of Equestria - The Storytelling Game*

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Open Sky

White smoke tore across the open sky as if left by the stroke of a paintbrush.

Billowing in its descent, the smoke cut through the clear blue canvas of sky. It was as if a cloud had grown too heavy and simply dropped from its high perch. Unfortunately for Skipper Sails it was not a cloud falling from the sky, but her airship—with her on it! If she got out of this mess, she'd have some serious words for the dealer she rented it from in Klugetown.

Putting those thoughts aside, Skipper bowed low to the ship's deck. It was at a steep incline, the prow pointing down toward the all-too-rapidly approaching ocean surface. Gaining what purchase she could, the Earth Pony forced her way sternwards up the sloped deck. At the rear of the airship was a single propeller—the source of the smoke. Mere moments ago the propeller had been spinning happily, the airship coursing between the clouds at top speed. Skipper had heard an awful grinding metal sound and felt the ship shake. That's when it had started to fall.

Crashing...why am I always crashing? Skipper asked nopony in particular as she clambered up the tilting deck. The wind whipped past her as the plummeting ship gained speed. She wrapped a front leg around the mainmast and pushed off of it, leaping to the aft. As she did the ship shook violently. Caught off guard, Skipper slammed into the deck hard. She felt the breath knocked out of her as she began to slide down the deck. Thinking quickly she threw out her hooves and caught the mainmast again, taking another hard knock. Without a moment to catch her breath, Skipper could feel herself slipping. She tried desperately to hold on but her strength was spent. Tensing every muscle in her body Skipper shut her eyes and cried out.

"AAAAAAaaaaaa….ah?" Skipper opened her eyes. She wasn't falling. In fact she was rising!

"Never fear ma'am!" The booming voice came from above. "I shall not let you fall!" The source of the voice was Cobalt Cloudhunter, one of Skipper's companions. The deep blue of his feathered wings stretched out to either side of them as Cobalt lifted her toward the ship's stern. Skipper briefly considered how nice it was to have a Hippogriff around, before dropping from her friends claws onto the airship's raised quarterdeck.

"I owe you one, Cobalt" she yelled after him, "but don't call me ma'am!" Cobalt saluted in her direction then swept overhead and dove back toward the prow. The ocean grew ever closer.

We've got to get that propeller working again! Skipper threw open a hatch and swung down into the aft hold which housed the propeller shaft.

CLANG!

"Oh, flying feathers!" Based on the frustrated exclamation, Skipper determined that her other companion was already in the hold. Sure enough the lithe form of a tabby cat lifted itself into view on the other side of the

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propeller shaft. The cat held one paw to a painful looking bump on his head, while the other held a metal wrench.

"Whiskers," Skipper called over to him, "what's happening?!" The loud rattling and shaking of the ship threatened to drown out her voice even when shouting.

"Don't worry!" Whiskers yelled back. "I've almost got her fixed!" With a grin on his face Whiskers set the wrench to part of the shaft mechanism, tightened a loose bolt with a grunt, then gave the thing a smack.

After a few moments of mechanical creaking and groaning there came a BANG! With a puff of smoke the shaft began moving; from outside the sound of the propeller blades spinning filled the hold. Skipper stood in silent shock as the airship rapidly stabilized. She looked over at Whiskers who was leaning lazily against the seemingly repaired machinery with a smug look.

"What'd I say, Skips?" he chuckled. "They don't call me the miracle mechanic for nothing!"

As if on cue the propeller shaft let out a second, louder BANG!! Smoke, now black, once again poured into the hold and out the back of the ship. With a terrible noise the whole propeller shaft came loose from its holdings, smashed through the back wall of the hold, fell out the back of the ship, and exploded in the air behind them. Whiskers looked first at the ball of fire and smoke that had been their ship's propeller, then turned toward Skipper.

"Oh, flying feathers…"

"Got any more miracles to work?" Skipper asked. Whiskers gave her a nervous smile and shrugged. She took that as a 'no.' The airship once again dropped out of the sky, interrupting the conversation. The two of them staggered and shared another look.

"Abandon ship?" Whiskers proposed. Skipper nodded.

"Abandon ship."

Skipper launched herself through the hatch back onto the deck, Whiskers following close behind. The once clear, bright blue skies had darkened dramatically. A huge bank of storm clouds had appeared as if from nowhere and was heading toward them.

Great, Skipper thought to herself, more problems.

That wasn't all though. Between them and the cloud bank was another airship: a corvette, larger than their own caravel, with three masts and big red sails full of wind. Skipper yelled out in surprise.

"Another ship!" She pointed them out to Whiskers. "They'll save us!" The new ship began to bank slowly to one side as it descended toward them. Whiskers hesitated to celebrate.

"I wouldn't be so sure about that, Skips," he said. As the ship turned they saw its flag. It was jet black, with the image of a horned white skull over a pair of crossed cutlasses.

Pirates.

Skipper looked at Whiskers. Their powerless ship continued to arc downwards, the deck once again becoming a steep slide into the ocean.

"We don't exactly have much of a choice, do we?" Whiskers said. Skipper agreed. She turned to see a flash of deep blue as Cobalt Cloudhunter flew overhead.

"Cobalt!" she called. He appeared alongside her. "Prepare the lifeboat, we're leaving!" Cobalt gave a sharp salute.

"Yes, ma'am!" he replied, darting toward the side of the ship where the lifeboat was tied up.

"Don't call me ma'am!" she yelled after him in vain.

The lifeboat was tiny, barely big enough for the three of them, with a single short mast to which a triangular sail and a flotation balloon were fixed. It didn't fill Skipper with confidence but it would have to do, at least for now.

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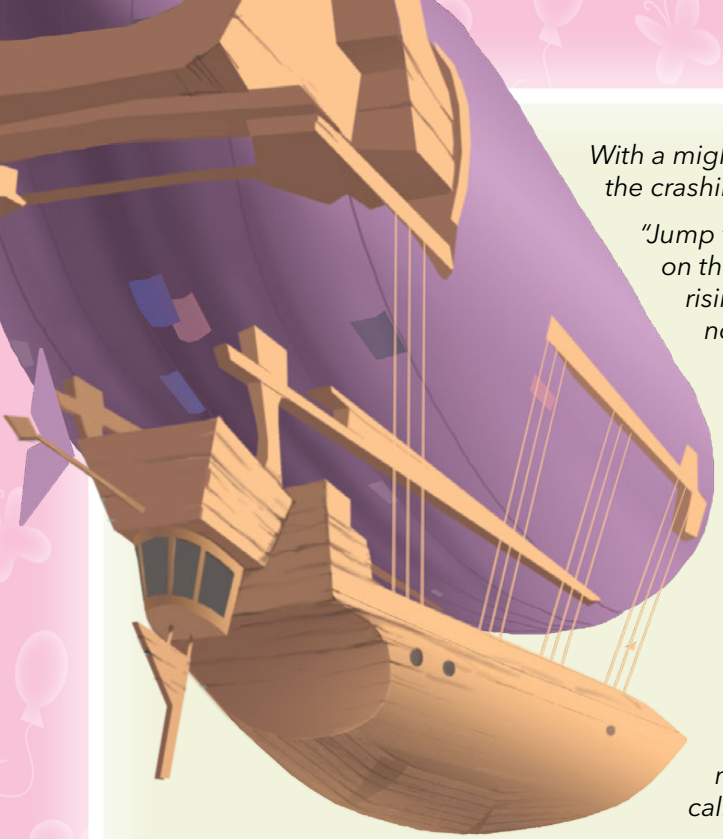

With a mighty slash of his horned helmet, Cobalt cut loose the lifeboat from the crashing ship, its small balloon suspending it in the air.

"Jump for it!" Cobalt yelled at his friends. Whiskers and Skipper were still on the airship's quarterdeck. As the ship plummeted the lifeboat was rising toward them rapidly. They glanced briefly toward one another, nodded, and jumped for it.

Skipper's leap landed her hard in the middle of the lifeboat with a crash. All too late, Whiskers realized he had jumped short. He flung out his arms desperately to grab the edge of the boat, the points of his extended claws digging and scratching at the wood. With a yelp he slipped off the side, only to feel Cobalt's claw grab him by the scruff of the neck at the last second.

Whiskers let out a sigh of relief. Cobalt and Skipper smiled down at him.

"You're getting quite good at that, Cobalt," remarked Skipper.

"But of course!" the Hippogriff replied proudly as he lifted Whiskers into the boat. "It is my sworn duty to protect and assist, ma'am." Skipper's brow furrowed but before she could say 'Don't call me ma'am' she was interrupted by Whiskers.

"I think we have more pressing issues," he said, pointing toward the pirate ship descending upon them. It was closing in quickly, broadside to them. They could see figures on deck. As they watched something, was fired at high speed from the near side of the ship. In unison they let out a shout and braced themselves as a hooked harpoon pierced the side of the lifeboat.

"Take care ma'am, we are under attack!" Cobalt stood in front of Skipper and Whiskers, pointing his helmet toward the pirate corvette. "Never fear, I shall take them all on!" Skipper put a hoof on the Hippogriff's shoulder.

"We should be lost without you, Cobalt," she said warmly, "but I believe now is not the time for fighting." Cobalt looked back at her. "You never know," she added, "they might be friendly pirates!" Though none of them believed it, they could do nothing but sit and wait to be reeled in. Looking down at the sinking wreck of their former ship, they each thought it could be worse.

"Welcome aboard the Knife's Edge, the grittiest, meanest pirate ship in the south!"

The captain's gleeful greeting was met with roars and laughter from her crew, who were gathered around Skipper, Whiskers, and Cobalt. The three of them were currently bound together by ropes around the mainmast of the Knife's Edge. The captain stood before them, cutlass in hand, arms raised in false-welcome.

She had introduced herself as Captain Rosella. She was a parrot, and one with vibrant crimson plumage that matched the ship's sails. Her crew was made up of mostly horned and frilled Lizardfolk, who hung on her every word.

"Well," continued Captain Rosella, performing to the crowd, "we all thought that you lot might have some treasure for us. A reward for your noble saviors." She grinned, gesturing flamboyantly with her arms.

Skipper shared a look with her friends. They had nothing but the clothes they were wearing and Whisker's bag of tools. The cat held up a rusty wrench, letting out a nervous laugh. Rosella and her crew did not seem impressed.

"If you can't reward your rescuers then perhaps we should un-rescue you!" Rosella got another roar from the crew. "How d'you fancy a walk down the plank, ey? I hear the water's lovely and warm this time of year!"

BOOOOOOM.

The crew's uproarious laughter was suddenly and loudly cut short. A rolling sound of thunder resounded across the deck of the Knife's Edge. Rosella and her crew both fell silent, their gazes joining Skipper and her friends as they looked toward the stormy cloud bank. It was traveling fast, having caught up to the pirate corvette, one of the fastest ships around.

Those are no ordinary storm clouds, thought Skipper.

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BOOOOOOM.

What started as echoing thunder slowly became something more: a deep rumbling from somewhere within the storm. It was getting closer every second. Coming to her senses, Captain Rosella yelled an order to the helm.

"Full speed ahead!"

"We are already flying at full speed, Captain!" a voice called back. There were gasps and murmurs from the rest of the crew.

"That's impossible," she replied in shock, "how could a storm cloud be faster than us?"

"Because it's not a storm cloud, Captain," Skipper spoke up. Rosella looked at her, much less confident than she had been moments ago.

"What is it then?" Rosella asked.

Skipper couldn't answer, but she didn't need to. At that moment, accompanied by another roll of thunderous drums, something pierced the cloud bank. A colossal form emerged from the storm. Skipper and Rosella both realized what it was at the same time.

It was an airship.

An armored prow became visible through the clouds: an Ironclad that dwarfed the pirate corvette. The rumbling sound emanated from it, sending vibrations through the sky. Painted on the front in jagged letters was its name. Electric blue against the dark silver armor:

ONCOMING STORM.

A bolt of lightning struck out from the parting clouds and hit a rod on the Ironclad's prow.

"I'm afraid we'll have to decline your offer of the plank, Captain Rosella," said Skipper Sails. "Now might be a very good time for us to become friends."

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The World Ahead

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Dear Princess Celestia,

It has been quite some time now since I took on the role of Princess in Equestria. It has been longer still since the last time I wrote you a letter about a friendship lesson learned. I often think back to those times when I was your student, and sometimes still wonder if I am really ready to be a Princess—but I have been through a lot and with your guidance, and the eternal support of my friends, I know I can succeed.

I write to you again now with a lesson—one that was learned the hard way. As you know, my last journey took me far beyond the borders of Equestria. After a vicious surprise attack on the city of Canterlot, the ponies of Equestria found themselves caught up in a sinister plot of the Storm King—a powerful beast from a distant land who sought to control the elements with a magic staff.

At your command (though not without some confusion) my friends and I set out to find aid from the Hippogriffs of Mount Aris. For the very first time we stepped beyond the borders of Equestria and into the wide, wide world. During our adventure we ponies learned the hard way that things work differently outside Equestria. In the heaving markets of Klugetown we met a seemingly helpful cat named Capper, but soon discovered that the truth can be easily obscured in a place like that.

Rushing toward our goal we boarded an airship under the command of a Parrot called Captain Celaeno, a pirate turned delivery runner under the rule of the Storm King. Convincing the former pirate to help us, we finally made our way to Mount Aris, only to discover that the Hippogriffs had transformed themselves into Seaponies using a powerful magic item—a form of protection against the wrath of the Storm King.

This is where I made a terrible mistake. I thought that we'd never be able to save Equestria in time if we didn't have the power of the Seaponies with us, and it seemed to me as though we would not be able to convince them to help. I acted alone, without the consent of my friends, and I tried to take the Seaponies' magic item—the Pearl of Transformation.

I failed.

Because of my mistake we were cast out of the Seapony realm and not only that but I pushed away my friends, believing only I, as a Princess of Equestria, could solve this. It was foolish of me. In my weakness I was captured by an agent of the Storm King called Tempest Shadow. It is only due to the actions of my wonderful friends, including those I made along our journey, that I was freed and Equestria saved.

I was out of my depth. There were things I thought I knew that I had to learn all over again. My faith in the Magic of Friendship was tested as it never has been before. Now having taken this test, and having made this mistake, I believe more than ever that the Magic of Friendship is the most powerful magic of all.

The Storm King's attack unfortunately postponed the Friendship Festival, but I believe now I am more able to appreciate an event like this than I was before. This festival will not only spread the Magic of Friendship to all the citizens of Equestria, but to those beyond our borders as well! All friends everywhere have this magic within them. We only have to be true to ourselves, trust our friends, and let the magic out.

Your Faithful Student,

Princess Twilight Sparkle

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Welcome to a World Beyond Equestria

Since Princess Twilight and her friends defeated the Storm King and held the Friendship Festival, the ponies of Equestria have had their eyes opened to the world outside their borders. More ponies have been journeying to faraway lands, and more visitors from outside have come to Equestria. The Friendship Festival marked a new beginning in Equestria's relationship with the wider world.

With ponies and other creatures crossing Equestria's borders more frequently, there is new knowledge to be gained, new lands to explore, and new adventures to be had! This book will expand the scope of your *Tails of Equestria* game, giving you more playable races, new and detailed locations, new creatures, new options for non-player characters, and a short adventure module to kickstart your epic journeys in the world ahead!

Whether you're a Gamemaster or a Player, this book is designed to enhance your current games and give you new options and inspiration for future *Tails of Equestria* stories! All the new material presented here will work perfectly with any other parts of *Tails of Equestria*. When you have gathered your group, you should decide amongst you what parts of the book you want to include in your story. Perhaps you want only characters from outside Equestria—or maybe an all pony party. Maybe your party will have whole adventures entirely within the dense, twisting streets of Klugetown, or maybe they will range far and wide both in and out of Equestria. Ultimately the Gamemaster should decide what content they want to use in any particular *Tails of Equestria* story. By reading this sourcebook you'll get a good idea of how to include new material in your games, and there is plenty of inspiration for creating your own new characters and adventures!

In the first main section, '***Adventuring Beyond Equestria,***' you'll find detailed descriptions of new locations introduced in *My Little Pony: The Movie*. Each location gives examples of characters your group might find there, how they might be relevant in an adventure, and how somepony might get there. Each area represents a different kind of adventure, and allows different stories to be told.

Factions and groups that ponies might interact with are described: merchant guilds, rings of smuggling scoundrels, and pirate crews in particular. Advice on how to create your own factions is presented, as well as a light optional rule for Character Reputation.

Finally an optional ruleset for owning and using vehicles, including airships, has been included to help your party get around in the wide world!

The following section presents '***New Player Options***': four new playable races including talents, and descriptions of how they might fit into a party.

Next is '***The Beasts of Black Skull Island,***' a short adventure filled with swashbuckling, treasure-hunting, and airship sailing! This piratical quest is a great way to kickstart a new adventure outside Equestria, and uses plenty of the new material from this book.

Finally there is a list of '***New Characters and Creatures,***' an index of all the newly introduced non-player characters. You'll find descriptions and stats for characters introduced in *My Little Pony: The Movie,* as well as generic stats for new races and some archetypal stat blocks.

Note: Throughout this book the terms 'somepony,' 'anypony' etc. are used to refer to any intelligent creature, regardless of their species or race (yes, even non-ponies!).

Getting Started

If you're a Gamemaster looking to use this sourcebook, try running ***The Beasts of Black Skull Island*** first. You can let your players look at the New Player Options beforehand to help them create characters (as well as using any other suitable *Tails of Equestria* books). Once you've run that adventure you can try using the **Adventuring Beyond Equestria** section to create your own stories. Pick a location, read about it and plan your adventure, then throw in some NPCs from the New Characters and Creatures section—you've got yourself an adventure!

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Adventuring Beyond Equestria

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Unfamiliar Lands

You've left the comforts of Equestria behind—ahead of you lies a mysterious realm of unknown adventure, hidden lore, and magical wonders! But first you'll have to get there…

Up until now, little has been known about the lands south of Equestria. The scorched Badlands are a harsh barrier to cross, so few ponies even think about undertaking that journey. Passing between the Macintosh Hills and Dustmane Ridge, an intrepid adventurer could follow the winding Badlands road which runs from Dodge Canyon in the north to a deep, narrow gorge that cuts through the Forbidden Jungle. Past this gorge there is no relief on the journey south—it opens up into the Bone Dry Desert, an expanse of rolling sand dunes with only the occasional pile of bones to keep a traveler company. If the climate of the Badlands is unpleasant, the Bone Dry Desert is downright unforgiving—few ponies would choose to travel this way on hoof, but without another method of travel it may be the only way to reach the lands beyond. Anypony planning to cross the Bone Dry Desert would be well-advised to bring plenty of water and some form of heat protection.

A more attractive method of travel might be to take the Friendship Express down to its southernmost station, a route which winds through a large gorge bordering Arimaspi Territory. The train terminates at a port town on the South Luna Ocean. Most ponies know the town and its surroundings as the 'Farthest Reaches.' Unfortunately the train moves slowly south of the Macintosh Hills due to changeable terrain (rock slides, collapsing dunes, sinkholes etc.) and also so it doesn't attract unwanted attention from local monsters. Nopony knows what exactly lives in Arimaspi Territory today, only that it was formerly the home of the terrible cyclops Arimaspi. Whispered rumors in the Farthest Reaches speak of other cyclops creatures stalking the boundary of that dense forest, watching the pony train as it passes by. Watching...and waiting.

The Farthest Reaches can also be traveled to by sea ships, which occasionally travel to and from Las Pegasus, though few pony captains would sail farther south for fear of the Nightmare Cliffs, and the Storm King's Realm. Even fewer would sail south in the Celestial Sea—pirates, dragons, and even pirate dragons roam the waters, making it too risky for most ships to pass through.

Traveling between the Farthest Reaches and the southern hub of Klugetown, one would have to pass through the Caves of Conundrum. There are accounts of ponies getting lost inside and not being found until years later. Pony cartographers have tried to map parts of the inside but most of them have become lost themselves! To avoid the caves means either straying into the Bone Dry Desert, or risking the terribly treacherous Nightmare Cliffs. Those who traverse the cliffs find themselves having horrible dreams for days, sometimes weeks. According to some reports, everypony experiences the same thing: in their dreams they are visited by an apparition of Nightmare Moon—the former Mare in the Moon. Eventually the nightmares pass with as little explanation as their arrival.

By far the quickest way to reach the southern lands is by airship. There are many ships arriving and leaving the Airport Docks of Klugetown, but because travel to and from Equestria has only recently become available, it is not easy to find an airship to board from there. Trade and passenger ships have started to dock in Canterlot, with more and more captains seeing lucrative opportunities, but there is still no regular transport system. As such, the cost of such trips varies wildly depending on the ship, the captain, the conditions, and the destination. Some captains

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might accept bits, others might request material goods like gemstones, still others might offer transport for work aboard the ship. Some might even take their vessels farther to Cloudsdale or the Crystal Empire for the right price.

The destination of most journeys south is the dense, tiered refuge of Klugetown. Since the reign of the Storm King came to an abrupt end, Klugetown has experienced new growth and development. It has gained a reputation as a hub for business and travel, and as such creatures are flocking to it from far and wide. It acts as a door to the rest of the world—airships are constantly arriving and departing from the Airport Docks, able to carry anypony to almost any destination. The drawback is the cost; nothing is free in Klugetown, and some of the shadier creatures who live there wouldn't think twice about conning an unsuspecting pony out of their wealth. Bits are rarely accepted as currency, but the merchants of Klugetown will usually take any goods of value instead.

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Klugetown

"There are many ways to pay your debts in Klugetown.
Some of them are even legal."

-Excerpt from "Ex Equestria,"
one of the lost books of Pondor the Bard.

Klugetown is unlike any settlement in Equestria. It is less of a town as the name would suggest and more of a heaving, smoking, towering city—a pillar of grimy civilization that rises out of the Sea of Clouds in raucous defiance of nature's beauty.

Those who live in Klugetown have a nickname for it: 'The Smokestacks,' on account of the tall stone columns the city is built onto. The main column is split into tiers; layers upon layers of building and infrastructure cling desperately to the rock formation supporting them. Much of the city has foul smoke spewing from it almost constantly, creating a heavy veil that deflects and darkens sunlight trying to reach the city streets. The lowest tiers of Klugetown lie below the Sea of Clouds, and are in almost constant darkness, while the upper tiers manage to catch some gloomy light through the smog. Newcomers often have a difficult time finding their way around here, the countless winding streets and stairways only serving to misdirect those who don't know their way around. It is a very good idea to have a guide when venturing into Klugetown for the first time, though that presents its own problems: trustworthiness is a rare commodity.

The majority of Klugetown is centered around the largest of the stone columns, the sides of which are layered with ramshackle shanties—buildings constructed out of whatever was available at the time (mostly pine wood and now-rusted metal). The top of this column is wide enough to support a significant built-up area. Here, stone from the nearby mountains is occasionally used since the solid ground can support it. Lighter, cheaper materials are favored for the multitude of shacks that cling desperately to the sheer rock face of the lower tiers, called the 'Hanging Shanties' by some. This main column is wide enough, in fact, that parts of it have been hollowed out and built into. As with the out-facing surface, the hollowed insides are filled with tiered buildings, rammed together like puzzle pieces joined by brute force. It is from this arrangement that the central column gains its name: 'The Chimney.'

The main column has a jutting appendage—a narrower secondary column which is connected near the base. From this secondary rock structure (known simply as 'The Arm' to locals) a long cable car leads to another two, separate columns called 'The Prongs' for their short distance to one another. There is a 'Short Prong' and a 'Tall Prong,' each of which supports its own structures, though nowhere near as many as their larger neighbor. On the opposite side of The Chimney from The Prongs is the smallest of Klugetown's columns: 'The Rivet.' This is also the least populous part of Klugetown.

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Together, The Chimney (and The Arm), The Prongs, and The Rivet make up the whole of Klugetown, though by far the densest area is the central part of The Chimney. The quickest way to travel between the separate areas is often by boarding a 'Shuttle Ship,' small balloon-equipped airships or propeller skiffs that regularly travel around Klugetown, ferrying citizens from place to place—for a small fee, of course.

Business As Usual

One thing is constant in Klugetown—business. Every inch of every street, somepony is doing business. There are no limits to what the denizens of Klugetown will sell. Absolutely anything can be bought or traded, always to the highest bidder. There are of course benefits and drawbacks to this; if you're looking for something specific and you know the right place, or who to talk to, you can almost guarantee that you'll be able to find what you need. On the other hoof, if you don't have the right contacts, there's a good chance you might get conned. It's always wise to do plenty of research and preparation before making a big deal in Klugetown, whenever possible.

Chimneytop Marketplace

Though business is practiced throughout all of Klugetown, there are still certain parts (mostly on The Chimney) that could be called markets or bazaars. In these places citizens generally peddle wares or trade goods directly from stalls, which might be wooden stands, stationary wagons, or even just a crate or barrel to stand on and sell to the crowds. In the city's upper tiers these areas are generally wider, open marketplaces—the busiest of which is at the very top of The Chimney. It's simply called '**Chimneytop Marketplace**' (In Equestria such a place might have been called 'The Great Market,' or 'The Grand Marketplace,' but nopony in Klugetown would ever think to call anywhere 'great' or 'grand'). Chimneytop Marketplace is easily accessible from the Airport Docks; it's common to see captains and crews of newly arrived airships selling whatever goods or treasures they procured on their recent expeditions. Equally those about to leave Klugetown, either by ground or sky, might be seen here stocking up on supplies. Chimneytop Marketplace can be a particularly intimidating part of Klugetown when it's busy, especially to those who have never visited before (such as ponies newly arrived from Equestria). Frequently, throngs of traders will surround new arrivals into the marketplace, eager to see what they have for sale (or in the worst cases, if there's anything to be scammed or stolen). Newcomers should keep their wits about them, or otherwise make sure they have a knowledgeable friend with them.

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Grumm's Bazaar

Lower down, inside the hollow parts of The Chimney, gathering places for trade are a more claustrophobic affair. **Grumm's Bazaar** is the most well established of these. Named for the Lizardfolk who founded it (and who still controls it), the bazaar is a gnarled contortion of multi-leveled streets, all completely covered by whatever structures are above them. There is no sunlight inside, but lamps of undying flames in orange and red illuminate the whole district, somewhere halfway between warming and intimidating. Most streets have rows of shops down either side, many with awnings of varied size and color hanging over street stalls and 'windows' (very few of which are fitted with glass). The narrowest passages, no more than corridors, are more like tunnels than city streets. Most of these will eventually lead back into a wider thoroughfare (though even these are cramped compared with those of most Equestrian cities). Wandering the bazaar you might occasionally find yourself in a more spacious chamber. In these places multiple stories of bazaar streets converge. Winding staircases and narrow bridges criss-cross above the ground floor, each leading to a different part of the district. Establishments serving food, drink, and rumors (of varying quality) can usually be found at these confluences.

Grumm himself is rarely seen outside his personal offices deep in the heart of the bazaar. Those looking to meet Grumm are not likely to succeed—he does not commonly accept visitors, and only meets face-to-face with particularly wealthy customers and business partners.

Grumm's Bazaar is one of the most exclusive parts of Klugetown. Nopony can even enter without being inspected, permitted, and paying a fee to Grumm's staff, who act as bouncers and dispute settlers. The added exclusivity has resulted in Grumm's Bazaar being maintained at a higher quality than most of Klugetown. Anypony who causes trouble will have to plead their case in the 'Court of Grumm,' and most likely pay a severe fine and be barred from ever entering again (at best). This is the place to come if you're after a rare or peculiar commodity, whether that be a material, a service, or (as it often is) information—but you'd better make sure you can pay up, or you'll be facing Grumm's gavel.

All those who trade in Grumm's Bazaar must inform the Lizardfolk's office of any deals they take part in. Rumor has it Grumm knows the name of every single creature inside the bazaar at all times—they say he keeps a close eye on anypony that attracts his interest, for better or worse.

The Laws of Grumm's Bazaar

As set forth by Grumm of Klugetown

- Any and all individuals who enter the bazaar must be permitted by way of registered membership.
- Any and all dealings, trades, exchanges, or business practices of any kind involving members must be recorded and submitted in written report form to the Office of Grumm.
- Members must pay to the Office of Grumm 10% of any divisible goods or currency accepted as part of any business transaction they are involved in.
- Any information exchanged as part of a business transaction must also be presented to the Office of Grumm in written form if possible.
- No causing trouble.
- Any members acting with intent to break the Laws of Grumm and/or Grumm's Bazaar will be tried in the Court of Grumm and if convicted, punished with a fine equivalent to damage intended and/or caused, then expelled and barred from Grumm's Bazaar, and/or any other punishment or payment that is deemed applicable.

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Making Payments

There is no definitive list of what can be bought and sold in Klugetown, nor what price or currency might be required, because almost anything can be found. Trading in Klugetown is often less about having enough wealth and more about having the right kind of wealth and using it in the right place.

Here is a list of the most common types of currency and wealth used for trading in Klugetown:

Bits

Equestrian Bits are not usually accepted in Klugetown, as they don't hold any inherent value like they do in Equestria. Since the Storm King was defeated, and travel between Klugetown and Equestria has become more common, Bits have been in greater circulation (though still a relatively insignificant amount). It's possible to find shops in Klugetown that will exchange Bits for Frags or other items of value (these will usually be sold on to sailors and traders on airships bound for Equestria).

Jewels and Precious Metals

These desirable materials have just as much value outside of Equestria as they do inside (perhaps even more). If they are recognized as genuine almost any trader in Klugetown would accept these as payment. Attempting to trade with fake gems or fool's gold will usually not end well for the trader.

Frags

Literally 'fragments' of metal. They are not an officially regulated currency but many denizens of Klugetown accept them simply because they are established and very commonly used. They are made of non-precious metals, having no actual material value. They were first used as an indication of payment owed (a sort of IOU), but nowadays they are the closest thing to a legitimate currency Klugetown has.

Goods

Exchange of items considered to be equal in value is the most basic and commonly accepted form of trade. In Klugetown however, one party is likely to get a "more equal" end of the deal than the other.

Service

If nothing else, work can often be given in exchange for something else. If trading work is a last resort however, it's likely that the one working will get a terrible deal—this is sometimes used as a very slow way to pay debts that cannot otherwise be fulfilled.

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Merchant Guilds

Countless guilds, shops, and businesses of all kinds fill Klugetown to the brim, from the largest manufacturing circles deep down within the belly of The Chimney, to the hushed affairs of secret societies, trading rumors and whispers from a base in the Hanging Shanties.

Here is a list of just some of the merchants, factions, and organizations operating in Klugetown (for more details about factions and how to use them see page 40 '**Factions & Reputation**'):

Alliance of Trust

A name that sounds a lot friendlier than it should. In a city where trustworthiness is a commodity, the Alliance of Trust are the premier buyers and sellers.

Artificers of Mechlement

In amongst all the scrap and junk, the Artificers of Mechlement are a group of skilled machinists and tinkerers, able to repair and construct many types of tools. They are based in Grumm's Bazaar and do not work cheaply.

Bellwether League

Founded by traders and airship captains, the League seeks to uphold relative peace within Klugetown's cramped airspace. It is based at the Airport Docks (see 'The Door To The World' below).

Council of Coin

A small group of rich merchants who believe in establishing more permanent legal tender in Klugetown "for the good of the citizens," and if they should gain control of the flow of money in the process, all the better!

The Enlightenment Broker

In a very small office in the depths of Grumm's Bazaar, in a very small chair, is a very small creature known only as 'The Enlightenment Broker.' This little mole-like creature wears a complex set of magnifying apparatus on his head, and is always reading from a bundle of papers. He holds the most secretive and sensitive information in the whole city. Every rumor whispered in every corner of every tavern somehow makes its way to his ears. For the right price you can learn almost anything from him, or have him ensure that a particular rumor goes nowhere. There are whispers (which he presumably knows about) that he even knows secrets about Grumm himself.

Guild of the Founders

At the top of Klugetown's smallest column, The Rivet, is a battered, weathered, and altogether decrepit building. This is the Guild of the Founders, a group of mostly very old merchants who aren't as successful as they once were. They claim to be descendants of the founders of Klugetown, and so believe they should be in charge of it, but nopony really pays them much attention.

Guild of the Helm

A guild of captains, sailors, and explorers who trade information about their excursions, keep track of pirate activity, and also act as cartographers. They can get you onto an airship, or sell you navigational information for the surrounding seas and skies.

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Longclaw Clan
One of the most notorious smuggling rings in Klugetown, the Longclaw Clan operates primarily from the Hanging Shanties just underneath the lowest tiers of the Airport Docks. Transport in secrecy is their specialty.

The Mavens
The closest thing to a police force that Klugetown has, though they're more concerned with ensuring successful business is not interrupted than protecting vulnerable citizens. They seem to be employed by the Office of Grumm for certain tasks. They also regularly act as hired protection aboard airships.

The Middle Monster
A group of dedicated mediators, who will ensure dealings between opposing factions are dealt with subtly and without incident. Most of the time.

Redwatch Order
One of the few orders of magic in Klugetown. They practice their own special 'Red Magic,' which combines different magical elements and practices from many places. They are known to hold a few magical artifacts at their manor in the upper Chimney.

Smokestacks Shippers Front
The SSF has a headquarters on the eastern edge of Chimneytop Marketplace, near the Airport Docks. Very few of the members live in Klugetown; instead they are traders who visit and do business in the city. They protect their own rights to travel and trade freely in Klugetown from elsewhere.

The Steamworks
In the deepest parts of the hollow Chimney interior are large foundries, forges, and factories producing many different things including airship parts. The Steamworks is a guild of such metalworkers and crafters.

Thirstquencher Inc
Thirstquencher Incorporated owns a number of Klugetown's most popular inns and taverns. Quality of food and drink is not assured.

The Westtails
A gang and smuggling ring that operates mostly from the western parts of The Chimney, and is almost entirely made up of cats. They have a rivalry with the Longclaw Clan.

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The Door To The World

One of the most spectacular sights that can be seen in Klugetown is the **Airport Docks** in action. Airships of all shapes, sizes, and purposes fill the skies, from the smallest skiff to the largest frigate. From here it's possible to reach almost anywhere in the known world, for the right price.

Easy access to the Airport Docks can be gained through Chimneytop Marketplace, though smaller passages lead to it from the hanging shanties on the outside of The Chimney, as well as from the packed inner-Chimney. Klugetown does not boast high quality infrastructure or signage, but from almost anywhere in the city you can find your way to the Airport Docks; the incoming airships bring new goods (or customers), and old wares can be sold to outgoing ships, undoubtedly to be offloaded and peddled in some distant land.

The docks themselves are expansive, covering the entire eastern edge of The Chimney and extending down the vertical column wall. Wooden and metal jetties point out toward the open sky, suspended by rope and cable. There are six tiers of these jetties arranged vertically up the side of The Chimney, with the uppermost tier raised slightly above the level of The Chimney's top. The top tiers are built to berth the largest airships, while lower down there are moorings for smaller vessels. Any captain familiar with Klugetown knows that only a skilled pilot can maneuver a ship into and out of the city docks.

There is very little regulation or control of airspace, and allocation of berthing is handled more-or-less between captains as they make their approach. What little regulation there is comes from the **Bellwether League**, a group founded and run by airship traders working out of Klugetown. The League exists not to heavily control air traffic, but just to make sure trade disputes don't escalate into ship-to-ship conflict right above the city. It was founded after a particular incident during which just that happened: two airship captains were attempting to dock in the last available upper tier berth, both wanting to transport heavy loads of treasure to the Chimneytop Marketplace. They knew it would go for a higher price there than anywhere else, and transporting the goods up from a lower level docking would either take too long or prove impossible. Of course, the captains could have waited for another space to become available, or even made a deal between themselves, but they were both too arrogant and stubborn to find a reasonable solution. What resulted was a short skirmish, during which the hulls of both ships were pierced, and almost all of the treasure held within each was lost beneath the Sea of Clouds, never to be seen again. This event inspired a number of other traders and captains to cooperate and form the Bellwether League to avoid any further tragic loss of profits. It has also kept many a treasure hunter busy—searching for the so-called 'Lost Treasure of the Two Fools.'

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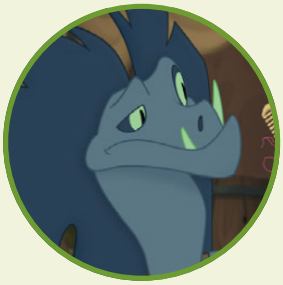
Denizens Of Klugetown

Klugetown's citizenry are about as diverse a group as you'll find anywhere. Creatures from all over the known world (and a few from beyond) have made their way to Klugetown and settled there for one reason or another. Others choose not to settle, but instead live their lives on the move (whether by sea, sky, or land) and pass through Klugetown between legs of their journeys. The city's position in the center of the southern lands makes it a regular checkpoint for travelers heading from anywhere, to anywhere. As a result there are creatures of many races all living in (or passing through) Klugetown.



Lizardfolk

The most common permanent residents of Klugetown are the striking Lizardfolk, natives of the southern lands who have been living in the area since before Klugetown had even been founded. Whether merchants, crafters, travelers, captains, sailors, or pirates, Lizardfolk have always had a place in Klugetown.

Parrots

Though they are considerably rarer than Lizardfolk, Parrots are still the second most populous race in Klugetown. Frequently they will just be passing through, or will hold temporary residence, as many Parrots are more comfortable on the move than stuck in one place. As such they are often sailors aboard airships—there's more than one parrot crew-for-hire in Klugetown.

Cats

Klugetown is home to a small population of cats. For one reason or another they have traveled here from the distant land of Abyssinia (many from the capital Panthera), some perhaps to escape past mistakes, some to seek future fortune. In Klugetown many find themselves part of a smuggling ring, acting as go-betweens for dealing factions, or tending a bar in one of the city's many inns and taverns.

Ponies

Since Princess Twilight ventured beyond Equestria, more ponies have been arriving in Klugetown, perhaps fascinated by a brand new world or even looking to make a profit! Relatively speaking, ponies are still very rare in Klugetown. Those who do live here have had to learn quickly how to take care of themselves in an unfamiliar place. Somepony with a sense of humor has even named a dingy, damp area in the inner Chimney 'Little Canterlot.'

Others

Truth be told there are many other, different species and races of creatures in Klugetown. Folks in the city don't tend to care too much about where you've come from, or who you used to be, so finding out who somepony is and where they came from can be tricky. Even so, just by looking at a crowd in Klugetown it's easy to tell they haven't all come from the same place—there are some mammalian creatures, some that seem more like bipedal fish, and many more! Be warned, it may be considered rude to ask somepony what species they are…

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Capper

Capper is an alley cat who has spent quite a bit of time in and around Klugetown. He had rightfully earned a reputation as a skilled con-artist from his past dealings, and as such made no friend of the various gangs and organizations he dealt with.

During Princess Twilight's adventure, however, Capper turned from con-artist to hero and is now one of the most friendly and trustworthy citizens in all of Klugetown. In particular, since returning to his home after the Storm King was defeated, he has been acting as a friendly face to new ponies arriving from Equestria. He teaches them how to take care of themselves, and keeps an eye out in case any newcomers get into trouble with the locals.

He still has a lick of his old trickster persona in him though, and in conversation he's known for running circles around those who are unprepared. He's certainly not malicious, and never intends to do harm, but he'll still pull off a trick or two if he's given the opportunity. Some things never change!

Capper has hideaways all over Klugetown (and even a few in Equestria now), but his home is a manor house on The Arm. It's close to the cable car that joins The Arm with The Prongs, and nearby is also a narrow rope bridge that leads into the shanties near the lower parts of the Airport Docks.

Capper's Manor is a bit dilapidated; trinkets, souvenirs, and miscellany from his various exploits litter the floor and sit upon every surface. Even so he always seems to be able to find what he needs at exactly the right moment.

From the manor's windows it's possible to see far south beyond the Sea of Clouds. In the distance Mount Aris rises, a formidable form against the blue-gray horizon. It also boasts views of The Prongs to the east, and The Chimney's Airport Docks which rise high above the ledge upon which the manor is built.

If you're in Klugetown and you need help, Capper may be your best bet. He can still be quite elusive though, so you may have to track him down, and even the nicest cat in the world might need a favor every now and then.

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Grumm

Grumm of Klugetown is not seen very often, but when he is seen, everypony around him knows it's best to stay out of his way. He is a tall, muscle-bound Lizardfolk who towers over almost everyone else. Dark green scales cover his body, charcoal gray frills adorn the back of his head and neck, and a curved horn protrudes from the end of his snout. He speaks in a deep, gruff voice which he very rarely raises. Even without shouting though, the sound of his voice can silence the rowdiest tavern in Klugetown in an instant.

The reason for the respect he is granted is the power he holds. As founder and director of Grumm's Bazaar, the most exclusive business district in the city, he wields a great wealth of money, goods, and information. He knows the secrets of almost everyone in the city, certainly all of the merchants and dealers who do business in his bazaar.

Meeting Grumm in person is a very hard task. If you intend to, you'd better make sure you don't waste his time. You'll need to have a particularly lucrative opportunity for him, or otherwise some choice information that he doesn't already know. Explorers and expeditionary forces in need of equipment and airship transport often try to appeal to Grumm, asking him to provide funds for rental, though very few can convince him to back a venture. If you can gain Grumm's support you will want for very little, but letting him down is a very bad situation to be in.

Officially Grumm is almost always in the Office of Grumm, deep within the heart of his bazaar. Whether or not he can be found there is another question entirely.

In his own way, Grumm has used his power to bring a semblance of order to Klugetown, or at least to the area contained within his bazaar. There are rules, restrictions, and reports that need to be followed or filled in. From his office, Grumm and his staff ensure that everything within the bazaar proceeds just as he desires. Even with all that power, Grumm is smart enough to know that if he abuses it, his respect (and therefore his position in the city) will be lost. In amongst the chaos of Klugetown, Grumm's Bazaar remains in a strictly enforced status quo.

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Urban Adventures

"Turning the corner of an unknown street in an unknown city is at times more exciting and less predictable than anything you might find in the wilderness."

-Excerpt from "Ex Equestria,"
one of the lost books of Pondor the Bard.

Sprawling, expansive cities are fantastic settings for adventures. Though they might at first seem safer or less interesting than exploring the wilderness or delving into deep caverns, cities hold their own secrets. It's possible to tell whole stories and adventures that take place entirely within the confines of a city—especially one as large and intricate as Klugetown.

When creating an urban adventure, start off by thinking about how it will tie-in to the location. Why is the story happening here as opposed to anywhere else? The reason could be as simple as "because the pony characters (PCs) happened to be there"—that's totally fine, but in that case is it because of something or somepony that concerns the PCs directly, or is it something that concerns the town or city itself (and the PCs just happened to be there at the critical moment)?

The reason might also be a bit more in-depth; perhaps the PCs have been directed to a particular city to find somepony important. It's very easy for things to get lost in a big urban area—finding something or somepony can be an adventure in itself! The PCs might have to barter and deal with opposing gangs to learn some information, or get caught up in some wild scheme while on the hunt for whatever they're trying to find.

Just like a natural wilderness, a town or city is almost a living organism itself; it has an ecosystem where one action can have many potential knock-on effects. The most important part of a city's ecosystem is often its citizens—the creatures who live there, and the factions that operate there.

Thinking about who the PCs might meet and where they might go is often a good way to start planning any adventure, but particularly an urban adventure; in a city many different distinct areas and factions can be grouped up in a small area.

When you have a couple of ideas about what you want the adventure to include you can flesh out the story from there—but don't forget that the PCs might decide to do something you haven't planned for, in which case you can always improvise! It's generally better to let the players have a reasonable amount of freedom in what they decide to do, rather than forcing them down one path (which is often called 'railroading'). To avoid this problem it's better to think about who might be involved in any scenario, and rather than planning out what exactly is going to happen think about how an non-player character (NPC) would react to various situations—presumably they will have a constant goal to achieve in the scene regardless of what the PCs do.

When planning out an urban adventure (or any adventure) you might find it useful to make a short summary using the format shown below. This doesn't have to go exactly to plan, but it may well help you get things rolling, at which point you can improvise by adding new parts or removing bits that are no longer relevant.

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Urban Adventure

Name:

Location:

Key characters and factions:

How does it start?:

What is the conflict?:

What is the goal?:

For example:

Urban Adventure

Name: Short Change Wizard

Location: Klugetown (The Chimney, Grumm's Bazaar)

Key characters and factions: Garnet Flash, Redwatch Order, Alliance of Trust

How does it start?: The PCs are in Klugetown searching for Garnet Flash, a wizard of the Redwatch Order, who holds valuable information about a magic artifact they are searching for.

What is the conflict?: Garnet Flash is in debt to the Alliance of Trust and is currently on the run from them.

What is the goal?: Resolve Garnet's debt problem with the Alliance of Trust, or otherwise escape Klugetown having learned the information the PCs needed (perhaps with Garnet in tow).

By building a framework for the adventure during planning, it tends to become a lot easier to deal with when things don't go according to the plan. The overall goals of each character and faction are unlikely to drastically change. In the above example the Alliance of Trust will always have the goal "Find Garnet Flash and claim payment," whereas Garnet will always have the goal "Escape the Alliance of Trust." Regardless of where they go, or indeed where the PCs go, these goals will almost certainly remain the same, so it's a lot easier to judge how they would react to unexpected situations—basically whatever brings them closer to their goal.

Urban adventures can sometimes be more focused around social interactions, whether bartering in a shop for a better price or questioning somepony for clues relating to a mystery. The players might be talking and roleplaying more than they might in a wilderness survival adventure, simply because there are lots of creatures to talk to in a city!

Portraying a big city or busy town as big and busy is important, but mapping out a huge settlement and filling it with hundreds of NPCs would take massive amounts of time. A better way of preparing is to list just a few important locations, then put at least one NPC in each place that the PCs can talk to, to gain new info, get help, or even start a new adventure. This way you only need to prepare a handful of places and characters, but the way you describe the city and the sorts of encounters the PCs might have can still make it feel big and bustling.

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Urban Random Event Table

If you want to add a little more unpredictability into an urban adventure, you can roll once on the following random event table. Once or twice a day might be a standard amount in a city, but you could roll every time the PCs move from one place to another if you want!

To use the table, simply roll a D20 and then describe the event or encounter to the players. Some of these are prompts for you to improvise around; some of them are more like encounters. Of course the crucial thing is to make the story convincing, so if one of these events doesn't fit at all into what's already going on, then re-roll or choose something else.

Roll	Event
1-2	A crowd of citizens rushes down the street toward the PCs, surges past them, and continues onwards around a street corner. They might be celebrating or protesting.
3-4	A guard (or the closest thing to a guard) approaches the PCs to ask for their help with something. She swears she never normally does this.
5-6	With a clunk, a maintenance hole in the street slides open near where the PCs are standing. It might lead to the sewers or a network of tunnels. Somepony sticks his head out and ushers the PCs over. He says he will teach the PCs how to use these unknown passageways throughout the city for a price (or a favor).
7-8	The PCs find a small trinket, such as a brooch. It bears the symbol of one of the city's guilds or other factions.
9-10	The smells of fine food attract the attention of the PCs. Behind a small market stall and elderly citizen is cooking up some kind of delicious street food.
11-12	The PCs witness a deal occurring, perhaps in a back alley or in public via subtle communication. If 11 the deal goes sour before completion. If 12 it's a success; the two parties go their separate ways. The PCs might be asked about this by another interested group in the future.
13-14	At the side of the street a game is being played. It might be a card or dice game, or perhaps a ring toss. There's a small fee to play, but there's a reward for beating the dealer.
15-16	A small child starts following the PCs, eventually getting close to them. She doesn't seem to speak, and doesn't seem frightened either. Where did she come from?
17-18	An explosion of magic energy bursts out from a nearby shop front, shattering the glass (if there was any). Sounds of frustration can be heard from within the shop. It might be an alchemist or mages organization where something has gone wrong.
19	A villain launches an attack on the city, or otherwise some large-scale plot is put into action. This may well distract the PCs from what they were doing, but who knows what might happen in the chaos!
20	Roll twice on this table; both events occur.

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Mount Aris

"Risen above a sparkling sea into a wildfire of evening sky I saw it—
the Winged Citadel seemed to me to cast light instead of shadow.
For reasons inexplicable my heart soars to know that in this world,
no matter what comes, they will be watching us kindly from that spire."

Excerpt from "Ex Equestria",
one of the lost books of Pondor the Bard.

The Winged Citadel has stood upon Mount Aris for thousands of years, known by some as the fourth wonder of the world. Long ago it's solitary existence was the subject of many poems and songs, though many of them have since been lost. It is said by some that the Hippogriffs are the oldest race in all the world, and that they and their ancestors watched over all other species as they formed their own civilizations. In the long distant past they came to represent trust, love, and peace above all else.

Though very little is known about that time, it's believed by Equestrian scholars that the Hippogriffs descended from Mount Aris to intercede in a conflict between tribes of Pegasi and Griffons, known as the 'Zephyr War'. Whether rumor or fact, the story goes that just as a great battle was about to begin, a wing of Hippogriffs landed between the two sides. They mediated negotiations between the Pegasi and Griffons, who apparently went on to found a new nation together somewhere far to the east. The rediscovery of the Hippogriffs by Princess Twilight and her friends may lead to further recovery of information regarding pre-Equestrian history.

Mount Aris stands by itself in the ocean, southwest of the Pine Needle Barrens and the Basalt Beach. As such it's only possible to approach by sea or air. There aren't many captains of sea or airships who would travel so far south. The conditions become unpredictable, and pirate activity is a lot more frequent, especially in uncharted regions. On top of that there are large monsters living in the distant places: dragons, sea serpents, and who knows what else.

Though the Storm King is now gone, and some Hippogriffs have returned from their sanctuary underwater, they are still fairly seclusive society so there aren't any regular trade or transport routes to Mount Aris. If you found the right captain in Klugetown, you could probably convince them to take a ship south to Mount Aris, or of course if you had your own ship you wouldn't need to ask anypony.

In an effort to rekindle an alliance lost in time, Princess Celestia has begun planning more excursions to Mount Aris with a mind for shared knowledge, trade, and friendship. If you became involved in these excursions by proving you could help, you'd almost certainly find yourself on a ship to Mount Aris sooner or later.

Antoine Gagnon-Cyr (Order #31365765)

Vestiges Of A Time Forgotten

The Winged Citadel rises high above the ocean surface. At its base the natural form of Mount Aris can be recognized, with its rows of tall stony ridges all pointing toward the pinnacle—the Spire of the Winged Citadel. From the naturally defended shoreline, ancient roads and stairways cut through the granite escarpment, barely recognizable from the erosion of time.

Traveling these paths brings you to the great Gates of the Winged Citadel, rising high above the walkways. Past these gates lies the city home of the Hippogriffs. Baroque stone streets curve in beautiful arcs around equally magnificent buildings. Even after so much time the stunning detail of the architecture is clear. At the center of this lower part of the city is the once resplendent Vetera Tower, named for the most ancient known leader of the Hippogriffs. In a nearby alcove is a pool of shining water, a luminous lotus fountain at its center. This is the hidden entrance to Seaquestria.

Much of the city rests on steep slopes. Slanted roads and tall staircases link each level, with towering statues of Hippogriff soldiers standing at each intersection, forming almost vertical ranks as the city rises dramatically with the terrain. As the mountain rises and becomes too steep for the city to expand upon, the architecture changes. Instead of rows of buildings separated by roads, the city becomes housed inside one superstructure, a tower which extends far beyond the natural peak of Mount Aris, concealing the mountain's top half entirely.

This mighty tower is the Winged Citadel itself. Truly colossal wings carved from stone embrace the tower, almost as if the wings are holding it aloft. It is a work of incredible artisanry, quite possibly unmatched in its grandeur by any other artificial structure in the world. Unfortunately there are no clear accounts from the time of its construction, though many believe there must have been magic involved, or otherwise the techniques used to create it no longer exist in the minds of the living.

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The curvature of the wings ascend toward the city's highest point, joining with the top of the citadel itself. From this point The Spire ascends into the sky, a spear tip with a spherical structure just below the apical point. This sphere is hollow, containing a brilliantly decorated chamber that has held various uses throughout the history of Mount Aris, from a royal palace to a high command.

The ruins of have long been something of an enigma. The Storm King came to Mount Aris in the distant past, before he attacked any other lands, so the city has been fading into obscurity and disrepair ever since. A number of explorers and treasure hunters have tried in the past to uncover its secrets but the lack of success caused interest to wane in the mountain over time. Now that the Hippogriffs are back, some very brave adventurers might think to go exploring in the ruins once more.

The city has still not properly started to return to life. There is currently a small group of around a dozen Hippogriffs (along with a few ponies sent by Princess Celestia) living in the ruins in the hopes of restoring it to the point that others can join them. They have been living in the Vetera Tower having converted it temporarily into a living space. A primary focus of theirs has been the restoration of the tower and the surrounding city areas. Nopony has been able to enter the citadel spire, so the whole of the upper city is currently inaccessible. The great doors of the citadel are firmly shut and will not open—not even Queen Novo knows why. Efforts to gain access are being made with the help of Unicorn mages from Equestria, and an expedition is being put together (aided in part by Princess Skystar herself) to explore the insides of the vast citadel once it is open; it has been a long time since the Hippogriffs left the citadel and went undersea—who knows what mysteries lie in store for them upon their return.

Though these few Hippogriffs have decided to take up residence in the ruins, most others have decided to stay below the mountain, still in Seapony form. Many have grown accustomed to life underwater, and others feel it is still the safest place for them, despite the defeat of the Storm King.

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Seaquestria

"Fins or feathers...I'm honestly not sure what I prefer."

-Excerpt from the diary of Princess Skystar.

An underwater wonderland hidden beneath Mount Aris, Seaquestria has been the secret home of the Hippogriffs since they hid themselves away as protection from the Storm King. Of course, the form of the Hippogriff is not particularly well adapted for life underwater, so Queen Novo used a powerful artifact called the 'Pearl of Transformation.' The pearl gave the Hippogriffs a new form—that of a Seapony! Much better for maneuvering beneath the waves.

The main access between Seaquestria and the outside world is through the Chamber of the Lotus Fountain in the ruins of the Winged Citadel. The water in the pool conceals a portal that can be opened or closed by way of a whirlpool. If anypony is in the pool when it activates they're likely to take a bumpy ride from one end to the other. Those let through the portal might end up a bit disoriented, but they will arrive safely in the realm of Seaquestria. Anypony who forces their way through will likely find themselves faced with an angry battalion of Queen Novo's Royal Guard.

The realm of Seaquestria is an enclosed space, a pocket of still, calm water held within cave space beneath Mount Aris. It is not subject to the wild and changing moods of the southern ocean which surrounds it. By taking the right tunnels it is possible to access the ocean beyond the mountain, though an enchantment ensures that the water inside Seaquestria doesn't intermingle with ocean water from outside. This enchantment also keeps the water inside clear and breathable (as long as you've got gills or other water-breathing apparatus).

At the center of Seaquestria's spacious cavern is a beautiful spiral structure that hangs like a cross between an elaborate chandelier and a natural stalactite. The deep blue water is illuminated near this spiral, its purple glass in coral-like designs scattering and reflecting the dazzling amethyst fluorescence coming from within. This purple glass 'chandelier' in fact descends from an elegant braid of coral stairways and platforms which continues from the middle of the cavern up into its highest parts—the Seapony village. Delicate, shining Seapony homes hang from these platforms in small clusters. From a distance the whole thing looks much like a living reef. Up close it is no less impressive or awe-inspiring. Together the coral and glass make up an almost perfect mirror of the spire that sits atop the Winged Citadel of Mount Aris, a spear tip with a hollow sphere just above the point.

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Inside the sphere, much like its mirrored partner, is the royal throne room of Queen Novo, the leader of the Hippogriffs (currently Seaponies). As one might expect, the throne room is splendidly decorated with living corals, sponges, aquatic plants, and brilliant bioluminescent jellyfish, whose tentacles are speckled with points of shining blue like stars in the night sky. The throne itself is mounted upon deep purple steps of plate coral, trimmed with gold and blooms like a flower at the center of which the Queen is seated. In the center of the throne room is a hole which leads out the tip of the main structure into the open cavern of Seaquestria.

Denizens Of Seaquestria

"Call upon the Seaponies, when you're in distress."

-Line taken from an old Equestrian nursery rhyme.

Seaponies

The most notable denizens of Seaquestria are of course the Seaponies—or rather Hippogriffs in the form of Seaponies. In reality some of the folks living in Seaquestria have spent most or all of their lives underwater, and as a result feel perfectly comfortable living like that. Some have come to enjoy life as a Seapony even more so than life on land. This is part of the reason why so few have jumped on the chance the return to Mount Aris since the defeat of the Storm King. Quite apart from still feeling safer in Seaquestria, many of them simply enjoy it!

Upon visiting it's easy to see why somepony would choose to stay; Seaquestria is a peaceful place where one is constantly surrounded by an almost supernatural marine beauty. In its entire history it has never suffered a single incursion or experienced any real troubles (that was, until Princess Twilight and her friends showed up).

Seaponies display just as diverse and bright a color palette as land ponies do. All have fairly long, curved tail fins though the shape and size vary between individuals. They also have manes and front legs. Some, particularly those transformed from Hippogriffs, have luminous bulbs protruding from their foreheads which can be used to project light into dark waters. Seaponies transformed from Unicorns retain their horns, and those formerly Pegasi gain wing-like fins that allow them to move through water as easily as they could fly. Ponies who become Seaponies also have a smaller dorsal rear fin that displays their Cutie Mark.

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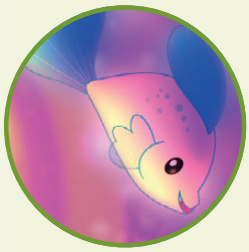
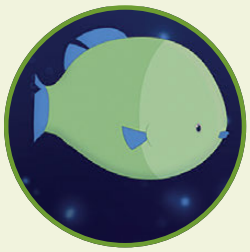
Aquatic animals

The Seaponies share their realm with a whole host of (mostly) small marine animals, from jellyfish, to squids and octopi, to pretty frilled fish. Many Seaponies have befriended such creatures and keep them as companions.

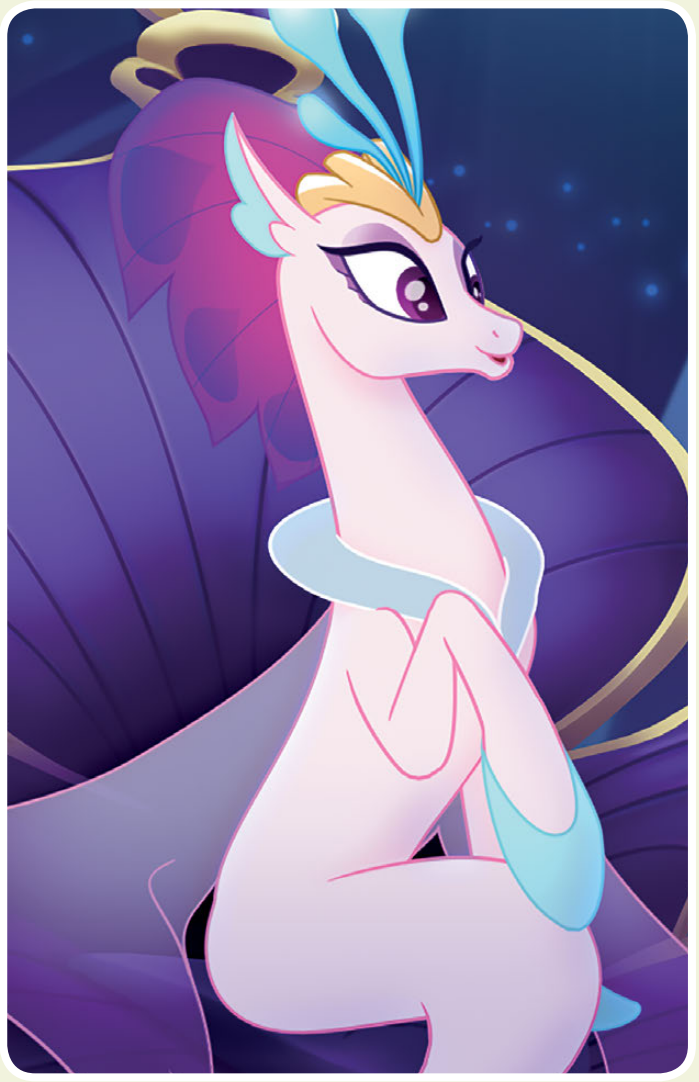




Seaquestria has a relatively small population, certainly less than that of large cities like Klugetown or even Canterlot. The close knit community means that almost everypony knows almost everypony else! Of course the most well-known and respected individuals are the Queen and Princess who together make up the Royal Family.

Queen Novo

A flash of vivid purple, sleek white, and bright blue—Queen Novo is as dazzlingly beautiful as she is intelligent. She has kept Seaquestria secret and safe for many years, having decided that to hide beneath Mount Aris was the best way to avoid the wrath of the Storm King. To do this she wielded the power of the magic Pearl of Transformation, which allowed her to transform her Hippogriff subjects into Seaponies. Even now that the Storm King is gone, she feels that it is her duty to stay in Seaquestria for as long as her subjects need her. Though she doesn't regret her decision to hide underwater, she has always secretly longed to return to life on land. She believes the day is coming soon when she will be able to do just that.



Queen Novo is an individual of refined taste who enjoys the finer things in life whenever possible. She knows an octopus called Jamal who is an excellent masseuse, and on top of that he knows how to mix up a great coconut shake—her favorite drink. Now that the Storm King crisis is over, the Queen has returned to a more relaxed lifestyle, enjoying the comforts of her beautiful underwater kingdom for as long as she is bound to her duties there. She can often be found in the company of her escorts—the Seapony (formerly Hippogriff) Royal Guards 'Haven Bay' and 'Salina Sparkle.'

Of course, she still holds within her the proud heart of a Hippogriff. She is proud of her subjects and her kingdom, but more than anything else she is proud of her daughter Princess Skystar. With no other direct family around, Queen Novo considers the Princess to be both her dear child and her best friend.

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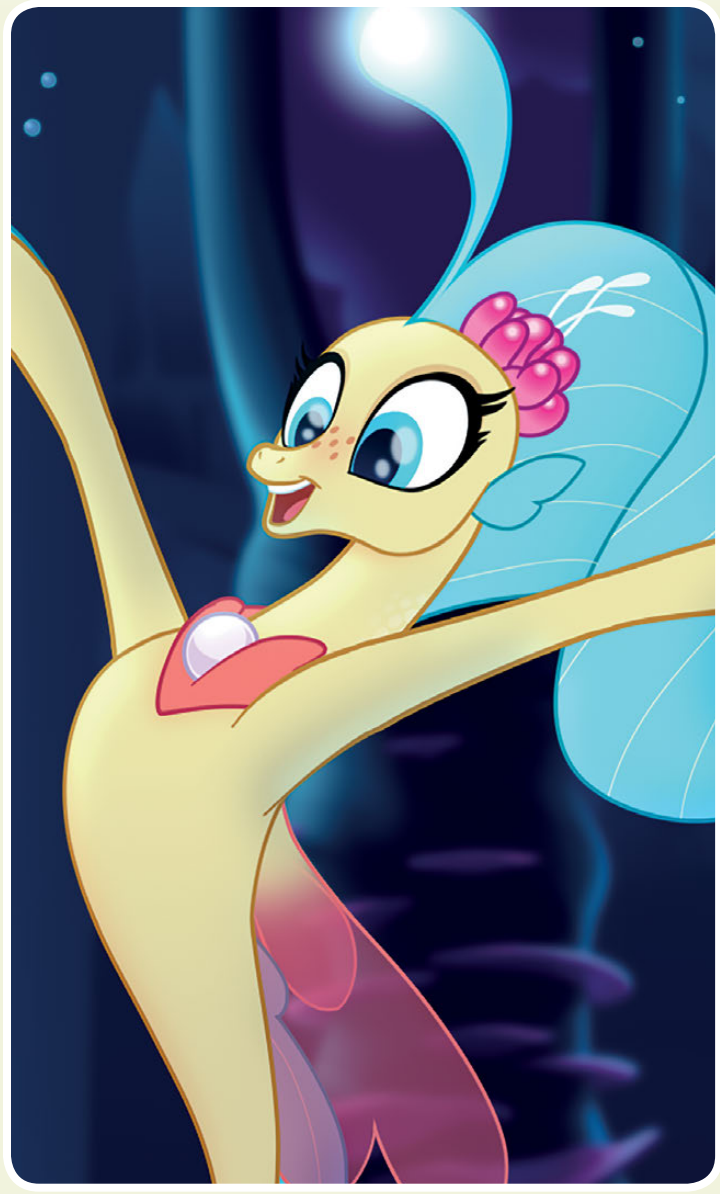

Princess Skystar

A bundle of fizzing, bursting energy, the young princess of Seaquestria is always on the hunt for adventure. She has spent her life under the sea, almost constantly bored. Having felt hemmed in by the walls of her aquatic home she longed for the thrill of the unknown. To soar to new lands, meet new creatures, make new friends!

Having spent a lot of time playing by herself, she ended up making friends out of shells—Shelly and Sheldon. Needless to say her curiosity and drive for adventure built to boiling point; there's only so much you can gain from a relationship with a shell. She was so thrilled to meet Princess Twilight and her friends when they arrived in Seaquestria. Her drive to experience new things and form friendships is ultimately what convinced her mother to help the ponies of Equestria. Her enthusiasm uplifts those around her, even if she does get a bit hyper every now and then. The denizens of Seaquestria often joke that the laughter and singing of Princess Skystar is what kept them all safe.

Since the Storm King was defeated, Skystar has been able to do just about all the exploring and friend-making that she wants—in fact she's barely stopped. Ponies of Equestria have been seeing blurs of yellow and blue dart through the sky, as the Princess visited towns and cities all over the land. She still recognizes her duty as Princess, and makes sure to return to her home frequently as well. When not playing with new friends or helping her mother, Princess Skystar has been assisting with the restoration efforts in the Mount Arisl. She's particularly keen to explore the currently inaccessible Winged Citadel.

Seapony Royal Escort

These loyal individuals are devoted to the service and protection of the Seapony (formerly Hippogriff) Royal Family. Garbed in armor of gold, silver, and bronze they certainly look imposing.

Anypony trying to gain access to Seaquestria without permission is very likely to find themselves at the pointy end of several Royal Escort spears, though they are understanding and honorable as the Queen herself is.

Queen Novo's Royal Escorts are with her much of the day, and guard her throne by night. She considers them a great asset, and good friends as well. The Queen is particularly fond of the escorts Haven Bay and Salina Sparkle.

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Underwater Adventures

Far beneath the waves is a whole world of unknown adventure. The ocean depths are one of the least explored places by Ponyfolk. Lost treasure, long sunken ruins, perhaps even whole civilizations might exist completely isolated from the world above.

Along with its untapped potentials, the oceans bring with them new dangers. Sea creatures bigger than you could imagine, strange and unfamiliar plantlife—even navigating and moving around are far more difficult for creatures used to land!

There are a few ways to counter these problems. First is the issue of surviving and traveling around underwater. There are plenty of water-breathing enchantments known to the mages of Equestria (and beyond). Potions of Water-Breathing can prove very useful for short trips, and stronger spells are able to put a bubble of constantly replenishing air around a creature's head.

That makes it safe to go underwater, but doesn't particularly solve the problem of easy travel. There are rumors that a mathematician from the Griffish Isles has invented a submersible—a type of ship that can descend into the watery depths, keeping its crew happy and dry inside.

By far the best way of getting around underwater is to fully adapt—becoming a Seapony is definitely the way to go!

Becoming A Seapony

The Pearl of Transformation is a powerful magic item that can completely change the form of any creature. Perhaps not even Queen Novo knows the true limits of its power, but its main use has been to transform her subjects the Hippogriffs into Seaponies.

Taking the form of a Seapony is an excellent idea if you need to get around quickly and easily underwater. Perhaps you've been hired to lead an expedition to the ocean floor, or maybe you simply want to visit friends in Seaquestria. There are other ways to get around and breath underwater, but none are quite as convenient, stylish, or fun as becoming a Seapony!

The first step is getting Queen Novo's approval, as she is the controller of the Pearl of Transformation. She won't offer its magic to somepony she doesn't like or trust, so getting on her good side is a must. Sometimes she might offer the transformation as a reward for completing a favor, or she might have a task that needs completing that will require you to be in Seapony form.

Not all characters might take on the form of a Seapony; for instance Spike the Dragon was transformed into a puffer fish! Generally any PC will become something at least resembling a Seapony, whether they are a pony or non-pony race. In any case, if you successfully manage to become a Seapony (or similar), follow these rules:

- **You can move as freely in water as you usually can on land. No tests are required for moving underwater at a standard pace.**
- **Your movement on land is greatly restricted. Body tests are required to travel any farther than short distances out of water.**
- **You can breathe underwater indefinitely (until you transform back to your original form).**
- **Racial talents are kept during the transformation (e.g. Earth Pony Stout Heart, Unicorn Telekinesis, Pegasus Flight). They can be used normally underwater.**
- **Gain the Following talent: Special Skill: Swimming (D10).**
- **Characters with the Fly talent may use it in place of Special Skill: Swimming.**

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At any time you may choose to return to your original form. You lose any additional talents you gained from being transformed, and no longer use these rules. You cannot transform back into a Seapony without once again having the Pearl of Transformation used on you.

You may also want to draw a new portrait of your character on your Pony Sheet, to represent what you look like in the form of a Seapony!

Underwater Random Event Table

If you want to add a little more unpredictability into an underwater adventure you can roll once on the following random event table. Once or twice a day might be a standard amount during an adventure, but you could roll every time the PCs move from one place to another if you want!

To use the table, simply roll a D20 and then describe the event or encounter to the players. Some of these are prompts for you to improvise around, and some of them are more like encounters. Of course the crucial thing is to make the story convincing, so if one of these events doesn't fit at all into what's already going on (or doesn't make sense in the current location) then re-roll or choose something else.

Roll	Event
1-2	A shoal of fish comes out of nowhere and completely surrounds the PCs. If 1 the fish are aggressive and each PC loses 1 Stamina point from their nibbling before they give up. If 2 they are bioluminescent fish—the calming glow causes each PC to recover 1 Stamina point.
3-4	The PCs spot a sunken ruin on the seafloor. If 3 the ruin has somepony, or something, inside it. If 4 the ruin is uninhabited.
5-6	A patrol of two Seapony Royal Guards passes by. They are looking for their third member who went missing an hour ago.
7-8	The water suddenly becomes dark and murky around the PCs, as if dust has been kicked up. The difficulty of all checks to notice things is upgraded once until they leave the area (or an hour passes)
9-10	A shark has spotted the PCs and begins to approach. (See page 90 for stats)
11-12	A friendly nurse shark has spotted the PCs and begins to approach. It will use Healing Touch (D6) talent on the PC that looks like they need it most.
13-14	The PCs find a treasure chest which is actually a mimic. If they touch it, it reveals itself and attacks! (See page 89 for stats).
15-16	The PCs find a treasure chest underwater. If 15 it contains 200 bits. If 16 it contains jewelry worth 500 bits.
17-18	A sea serpent lurking up ahead notices the PCs and attacks! (See page 89 for stats).
19	The PCs see the colossal form of an unknown ocean leviathan pass silently beneath them.
20	Roll twice on this table; both events occur.

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Factions & Reputation

"My name is scratched into the woodwork of ships, guildhouses, and taverns all over the world. Quite against my will, I assure you."

-Excerpt from "Ex Equestria"
one of the lost books of Pondor the Bard.

All across the lands of Equestria and beyond, many groups and organizations work to achieve their goals. Sometimes they are allies and sometimes they are opposed to one another, either because they are both trying to achieve the same goal fastest or because their goals are oppositely aligned.

Many of these groups might look to hire a party of plucky adventurers to go on quests, perform tasks, or otherwise help them out in some way. On the other hoof, adventurers might look to these larger groups for goods and services that they can't procure themselves.

In many cases both parties can achieve their goals at once: adventurers are usually not unfamiliar with doing favors in return for rewards. Sometimes the benefits of working together might be so good that a longer-term partnership evolves. Somepony with a good reputation with a certain faction is more likely to receive help from them, and will usually be more likely to help them in return.

Every individual, group, organization, and faction can build a reputation with everypony else, whether that be a positive reputation or a negative one.

Presented here are guides to different types of factions, advice on how to create them, and a set of optional rules for introducing a Reputation mechanic into your games, which can result in more dramatic relationships forming between the party and the characters and groups they interact with, particularly if they are regularly traveling to different parts of the world.

Scoundrels & Scallywags

Charming rogues, tricksy swindlers, and blackguards of all kinds often find themselves joining together. In the hidden underbelly of many cities, gangs of delinquents and desperados vie for power, and the control of various illicit markets or other means of making money under the table.

Due to their very nature these factions are less often found in Equestria (though it's not impossible); the city of Klugetown however, has an incredible number of interacting and opposing gangs. In Klugetown, where 'law' isn't a word very frequently used, these groups have flourished into something more like businesses, performing services or acquiring goods for the highest bidder. In this case sometimes smuggling rings or gangs might have a merchants guild or something similar that acts as a front, to hide their true intents and purposes.

There are still reasons for somepony to want to keep a deal underground—if other factions learned of a particularly big undertaking by an opposing group they might seek to interfere or even take the profits for themselves. The flow of trade and wealth in a city frequently is directed by a faction working beneath the surface—an unseen power that (sometimes) wields significant power over their territory.

Klugetown is where these groups are most prolific. Here, the line between merchant organization and gang is blurred because there is so little regulation of business (see page 22 for a list of merchant guilds of Klugetown). Two of the more easily defined smuggling rings are detailed here.

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Faction: Scoundrels & Scallywags

Name: Longclaw Clan

Type: Smuggling Ring

Location: Klugetown

Leader: "Charlie"

Size: Large

Description: The Longclaw Clan is probably the largest and most notorious smuggling ring in Klugetown. Though their reputation is well known, their activities remain almost completely invisible to most citizens. Their specialty is transport in complete secrecy, whether that means transporting somepony or something. Those who want to get in or out of Klugetown quietly might choose to get in contact with the Longclaw Clan, or perhaps somepony who wants to get some valuables in without letting the whole city know about them. They work out of a secret, inconspicuous headquarters in the Hanging Shanties just below the lowest tier of the Airport Docks. Many of the airships that arrive or leave Klugetown do so carrying something left by the Longclaw Clan (or something intended for them). They are also known for operating outside of the city, for example smuggling goods across the borders of other lands using their blockade runner airships.

The leader is known to very few outside the ring, though the name 'Charlie' has been used on occasion. That name now carries weight to it—very few would choose to stand in the way of the Longclaw Clan. To most inside the ring, Charlie is called simply 'The Boss.' He is in fact a Diamond Dog who has given up a life digging for gems in mines and mountain caves. Instead he gets his wealth by smuggling goods and transporting customers.

The Longclaw Clan have a long standing (and unresolved) rivalry with the second largest smuggling ring, called The Westtails, who operate mostly on the opposite side of the city. They have clashed here and there, and recently The Westtails seem more eager than ever to claim the top spot in Klugetown.

Faction: Scoundrels & Scallywags

Name: The Westtails

Type: Smuggling Ring

Location: Klugetown

Leader: Sweeps

Size: Medium

Description: As the second most successful smuggling ring in Klugetown, The Westtails have always dreamed of becoming the top dogs. Or rather, the top cats! The Westtails is a gang made up almost entirely of cats, led by a scrappy tabby cat called Sweeps.

Most of the time they know better than to face the Longclaw Clan (the largest ring) head-on, so they are based on the opposite side of the city. Recently The Westtails' numbers have been growing, and so has their wealth. With their increased success has come a greater desire to test their boundaries, to push the Longclaw Clan to tipping point and become the number one smugglers in the whole city.

They specialize in smuggling rare and desirable food into the city, which tends to go to the wealthy of Klugetown. They even supply Grumm of Grumm's Bazaar with an unusual type of fruit that only grows in Arimaspi Territory. If the general public of Klugetown knew about this stuff they would probably all be after it, so The Westtails keep their trading completely underground.

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Factions like these smuggling rings fit especially well into urban adventures because that is where they are most often found. Due to the nature of their work, they also often have intricate knowledge of the cities they operate in, to a much higher level than most other citizens. They can be valuable sources of information for PCs, and could perform discrete services for them if something needs doing quietly. There's also a chance that the PCs could end up working for one of these groups, perhaps if they got mixed up in some kind of misunderstanding, or were conned into a bad deal.

Size	No. of Members
Tiny	**2-9**
Small	**10-29**
Medium	**30-59**
Large	**60-99**
Huge	**100+**

To create your own group of Scoundrels & Scallywags, first consider where they are based and what they do. Are they a smuggling ring, quietly crossing borders or acquiring uncommon items, or are they a crime syndicate who exert control over a particular area of the city? This is the faction '**Type**' and is the most distinctive way to define a group. You can also note down where this group is operating with a '**Location.**'

Next you might want to think about the group's '**Leader.**' If the PCs get mixed up with a faction enough, they'll likely be taken to meet the leader eventually (though with gangs that might not always be a good thing). You may also want to create a small list of other notable characters within the faction (such as second-in-command, or a character that the PCs know well, etc.).

Another important factor is the group's '**Size.**' Size isn't alway proportional to influence or power, but it can be a good indicator of how prolific a group is within a particular area. Here is a table of estimated sizes, though this is only a guideline.

Pirates Of Sea & Sky

There's no faster way to send a ship's crew into panic than a cry of "Pirates!". They're known far and wide as the terrors of the high seas, or indeed the skies. Pirate captains and their hardy crews roam the lands either by sea ship or airship, waiting for the right moment to strike an unsuspecting merchant trader—one hopefully hanging low from a loaded hold of valuables.

Outside the relative safety of Equestria's borders, pirate activity is much more frequent. In many ways Klugetown is like a city of pirates, but when a pirate becomes wealthy or famous enough, they themselves become targets of piracy.

Whether on the sea or in the sky, pirates favor lighter, faster ships such as corvettes. These allow them to hit and run—rapidly closing in on slower merchant vessels, taking the treasure they hold, and then speeding away before the unfortunate victim can properly respond! Often these ships are equipped with grappling harpoon cannons which make it easy to pin and reel in opposing ships. They also allow a ship to be drawn closer for boarding parties to get across.

As well as performing actual acts of piracy, the pirates of the southern lands have a reputation for being adventurers. Perhaps it's something a captain feels, standing at the helm of their ship with the wind rushing past them—a call to excitement and wonder! Or perhaps it is the lure of wondrous lost treasures in the deep and forgotten places of the world. Either way, if a pirate ship isn't raiding other vessels (and it's not docked in Klugetown), there's a good chance it's currently on some kind of wild adventure!

For this reason a party of PCs might find themselves joining a pirate crew for a time. They might have been captured by pirates themselves and agreed to help on a quest for treasure as part of their price of freedom, or perhaps the PCs needed a ship and crew to get them somewhere and happened to find a captain who was after the same treasure they were.

Pirates, despite their reputation for scandalous antics, can be a huge help for an adventuring party. Firstly, they always have their own ship (not even Klugetown allows pirates to rent ships), secondly they usually have a decently sized crew, and thirdly a pirate captain will often have a huge amount of knowledge about the local area's sea and sky as this is all exceptionally important for navigation.

Two example pirate crews are detailed here.

Antoine Gagnon-Cyr (Order #31365765)

Faction: Pirates of Sea & Sky

Captain: Captain Celaeno

Ship: "Prism Wing" – Airship Sloop

Crew: 14 (inc. first mate Mullet, Lix Spittle, Squabble & Boyle)

Infamy: Had a reputation for seeking adventure before the reign of the Storm King. Now they are known for assisting Princess Twilight and her friends, and taking part in the battle for Canterlot.

Description: The true heart of an adventurer beats within Captain Celaeno. She and her crew of parrot pirates would often seek out mystery and treasure based on only whispers and rumors, joyfully sailing to places that most other captains wouldn't dare to go.

Things changed when the Storm King attacked. Though he had long been an intimidating presence in the south, he had seemingly not bothered with the mainland for many years. Eventually his attack did come, and it swept up from the south as a storm so fierce none could avoid it. Even the free spirits of Celaeno's Prism Wing were forced into work for him—reduced to running supplies and carrying messages between the Storm King's outposts.

A meeting with the pegasus pony Rainbow Dash changed all that. Dash finally convinced Celaeno to resist—to go back to doing what she loved along with her crew: seeking thrills and adventure under the open sky, with no ruler to tell her what to do! Celaeno used her converted delivery ship to help Rainbow Dash and the others on their way to Mount Aris, and shortly after joined them in the battle to retake Canterlot from the Storm King. Since the Friendship Festival, the Prism Wing, (now returned to her former glory) has been a more common sight in the skies of Equestria.

Faction: Pirates of Sea & Sky

Captain: Captain Rosella

Ship: "Knife's Edge" – Airship Corvette

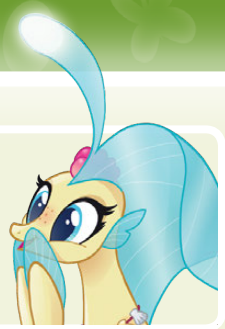
Crew: 40 (all Lizardfolk)

Infamy: Known for attacking traders and passenger ships (and even other pirates) over the eastern Sea of Clouds and the southern Celestial Sea.

Description: A parrot of crimson plumage stands at the helm, the vivid red of the sails matching her. The ship is pointed sharply toward the front, with a serrated underside. Anypony who sees this sight approaching them should know they're in for a rough time.

Captain Rosella has never been one for taking unnecessary risks. She seeks profit, and there's plenty of it to be had in the southern seas and skies! That's the thing—she never takes unnecessary risks, but almost any risk is necessary if the end result is a hold full of treasure!

Antoine Gagnon-Cyr (Order #31365765)



To create your own crew of pirates you may want to start with the '**Captain**'—the head honcho of any ship, and quite possibly the one who will interact with the PCs most. This book contains stats for an archetypal Pirate Crew member (see page 82) which you could base a captain on, but you can also create one from scratch. Choose their race, what they look like, and what their fearful pirate name is!

No captain is complete without her '**Ship.**' See the 'Vehicles' chapter for details of different types of ships (both sea and sky). Different ships are better suited for different tasks. Pirates that hit other ships on the move might want a fast ship, those who prefer to explore unknown regions might want a slower, sturdier ship. There's also the question of whether a particular ship is available! Not every pirate captain in the south is going to be able to get themselves an ironclad. Note down what type of ship it is and give it a name (something pirate-y)!

Next you'll want to fill out the '**Crew**' in as much detail as you feel is necessary. See the ship listings again for both the minimum and maximum crew on the relevant type of ship. You could also note what races make up the crew, and name any important individuals (first mate, quartermaster etc.).

Finally, note the pirate crew's '**Infamy.**' Are they well known, or have they note made a name for themselves yet? If they are known, what for? The past actions of a pirate crew have a large effect on their reputation, and might be particularly important when two or more pirate crews come into conflict.

Reputation

On the path of adventure it's very common to come into contact with many different factions. From important individuals and their retinues, to merchant guilds, to pirates and more!

Reputation is the measure of how well known and well liked somepony is with any particular faction (or individual). A PC's reputation runs from 'Hostile,' which represents a very poor relationship, to 'Esteemed,' which means a PC is well-respected by that faction. A character has a reputation with everypony and every group they meet, but there are usually only a few important ones.

Note: *These rules for the Reputation mechanic are completely optional; Tails of Equestria works perfectly well without them. You may want to consider adding the Reputation mechanic into your game if the PCs have been interacting with many different factions, or you like to track their social interactions more closely. Reputation is a fun tool to use if the stories you tell involve different groups that the PCs might work for (or against).*

The Reputation Scale

Level	Rep. Modifier	Description
Esteemed	**2x** Upgrade	You have proven yourself to this faction, perhaps more than once. They will happily help you where they can.
Friendly	**1x** Upgrade	This faction likes you. They'll work with you, and perhaps provide help where possible, but they won't always go out of their way.
Neutral	-None	This faction doesn't have any strong feelings about you.
Unfriendly	**1x** Downgrade	You are disliked by this faction, perhaps due to something you did. There's always a chance to rebuild broken bridges, but they won't want to work with you at the moment.
Hostile	**2x** Downgrade	You won't find any help here. Depending on the faction, you may even be attacked or driven away!

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When a player notes a new PC Reputation score, they should do it in the following format:

Reputation

Faction/Individual	Level	Rep. Modifier	Notes
Longclaw Clan	Hostile	**2x** Downgrade	Accidentally sank their prize airship (oops).
Captain Rosella of the Knife's Edge	Friendly	**1x** Upgrade	Joined her crew for a successful treasure hunting quest, performed well!

Let's break down each of these parts:

- **Faction/Individual** is the name of the group with whom you want to track your Reputation.
- **Level** describes how positive or negative your Reputation is with that group (see 'The Reputation Scale' table). This determines the Rep. Modifier but importantly also describes how the Gamemaster should roleplay members of that faction when interacting with the PC. There might be exceptions (for example, perhaps one member of that faction is still friends with the PC) but most of the time the Reputation Level determines interactions.
- **Rep. Modifier** stands for 'Reputation Modifier.' This is the effect your reputation has on the game. It can either upgrade or downgrade your dice rolls on Tests and Challenges which involve social interactions with the relevant faction. In the earlier example:

This character has a Hostile Reputation with the Longclaw Clan. In a Test or Challenge that involves social interaction with members of the clan, the PC must downgrade the Trait die they roll twice (e.g. D10 to D8, then to D6). The same character has a Friendly Reputation with Captain Rosella of the Knife's Edge. In a Test or Challenge that involves social interaction with members of the clan, the PC may upgrade the Trait die they roll once (e.g. D4 to D6).

- **Notes** are simply reminders of whom the PC knows in that faction and why they have that Reputation. It's useful to note these things down in case you don't interact with a faction for a while and then return.

Ultimately it's up to the Gamemaster to decide when it's appropriate for a Reputation Level to change. Perhaps at the end of a successful adventure an increase in the Reputation Level (say from Neutral to Friendly) might be a good reward for the PCs.

Another way to do it is based around Tokens of Friendship. If the PCs complete a moderately difficult favor for a faction, but not something huge, perhaps they could spend a Friendship Token to increase their Reputation Level with that faction.

Naturally the Esteemed and Hostile Reputation Levels will be less common that the others. It would take a big event to reach either end of the scale, so save these for particularly significant events (perhaps the end of a long series of adventures). If the PCs don't interact with a faction over long periods of time, it's likely that their Reputation Level will slide back to neutral. That is, unless they did something particularly amazing (or terrible) involving that faction.

Making reparations or otherwise figuring out how to recover from a Hostile or Unfriendly Reputation can be a fun story in itself, and a good opportunity to inject the Magic of Friendship back into the game (though certain groups will be a lot less easily convinced than others). If the party is having trouble dealing with a Hostile Reputation, the Gamemaster should try and give them opportunities to solve this problem as part of the story.

In general it's a good idea for the Gamemaster to keep track of all the PCs' Reputation Levels as they can change the way a story will progress. The GM should also allow PCs to spend Tokens of Friendship to invoke their positive Reputations (particularly Esteemed ones) if the situation is appropriate. You could also have sudden, unexpected intrusions by Hostile factions that throw the party off balance and complicate a scenario (though doing this too much will slow things down to the point of frustration. We recommend doing this certainly no more than once per session and maybe only once every few sessions).

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Vehicles

The world outside Equestria is a very big place. Without the convenience of the Friendship Express to carry you from one edge of the realm to the other, you'll have to find an alternative method of transport. Luckily there are is a great variety of options to choose from; vehicles of land, sea, and air can help you traverse the lands with ease (and sometimes even in style)!

Listed here are different types of vehicles and stats to go with them.

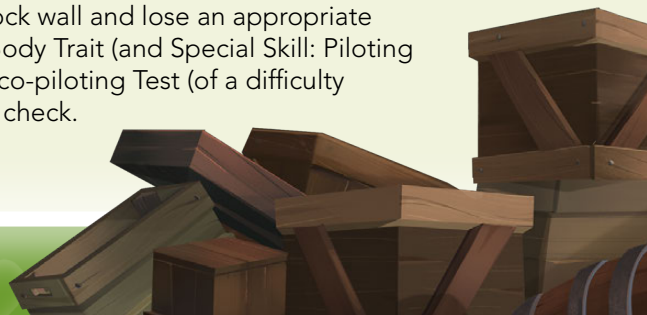
> **Note:** *These new details and rules for vehicles are optional. In the past, Tails of Equestria has simply handled the use of vehicles narratively–they've fit into the story wherever and however necessary. If you want to carry on doing that, that's fine! There is no sense sticking to the rules if they are getting in the way of fun for your group. If you want to have a bit more control over how vehicles are used in the story, or if the players specifically enjoy owning and using a vehicle, these optional rules may help you out.*

The vehicles listed here are described by the same features:

- Each vehicle is classed as **Land, Water,** or **Air** based on its intended use. Some vehicles can traverse more than one element, for example certain airships can sail on water as well, but they are still classed by their primary use.
- **Vehicle** is simply the name or type of vehicle.
- **Cost** is the average price in Bits for the vehicle. Bear in mind this is wildly variable from place to place (and often adventurers will earn a vehicle as a reward, or get access through a certain job).
- **Speed** represents the maximum speed at which the vehicle can travel on a relative scale from 0-10, with 0 being 'stopped' and 10 being very fast. A vehicle can travel at any speed up to and including its Speed value. This is not a precise measurement but it allows general comparisons to be made. The standard Speed of a pony walking is 1, which goes up to 2 if they are running. There are exceptions—Rainbow Dash's flying speed is more like an 11! It's best to handle these exceptions individually since the variation is so great.
- **Handling** indicates how easy the vehicle is to maneuver. When rolling Tests or Challenges to pilot the vehicle, Trait dice are upgraded, downgraded, or left unchanged based on this. The lowest possible Handling modifier is 2x Downgrade and the highest is 2x Upgrade.
- **Stability** represents the structural integrity of the vehicle. It's the equivalent of a character's Stamina. When involved in collisions, battles, or other dangerous situations the vehicle may lose Stability points, which are subtracted from its current Stability. If a vehicle reaches 0 Stability points it is destroyed, broken down, or otherwise immobilized. It might be possible to repair it unless the damage was severe. Stability can be recovered via Tests to repair the vehicle, or by having it repaired by somepony else at a dock, etc.
- **Armor** is the defense of the vehicle. Whenever the vehicle would lose Stability points, it reduces the number of Stability points lost by its Armor value. This can reduce the number of Stability points lost to 0, essentially negating the damage.

For example: A chariot is hit by a falling rock and should lose 4 Stability points. It has an Armor value of 1, so it actually only loses 3 Stability points, which are subtracted from its current Stability.

Exactly when and how these factors come into play is up to the Gamemaster. They might call for a Test to pilot an airship through a narrow gorge, which would involve the Handling modifier either upgrading or downgrading the dice used. If the piloting Test was failed, the ship might crash into the rock wall and lose an appropriate number of Stability points (perhaps 3). Piloting almost always uses the Body Trait (and Special Skill: Piloting if available), but a co-pilot can use the Mind Trait to assist. A successful co-piloting Test (of a difficulty determined by the GM) will upgrade the pilot's die for the next piloting check.



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Occasionally, vehicles might be fitted with armaments for taking down other vehicles. It's generally best to handle these narratively, inflicting a suitable number of lost Stability points on a vehicle being attacked based on the circumstances. Pirate ships and ships of the Storm King's armada are often equipped with grappling harpoons which if successfully lodged in an enemy ship can be used to reel them in. Of course, in the world of *Tails of Equestria* the rewards are always greater for solving problems peacefully and through the Magic of Friendship.

The most important thing to remember is not to let these rules obstruct fun and storytelling. They are simply guidelines—a framework to help you. If you're in the middle of an exciting scene and forget a rule, just make something up! Don't interrupt the flow to look up a rule in the book.

Land Vehicles

> **Note:** *Some of these land vehicles are actually powered by ponies pulling them, so their Speed value is somewhat dependent on how strong those ponies are. The Speed value given here is assuming the vehicle has the correct number of ponies pulling it, and they are of average strength.*

Vehicle	Cost	Speed	Handling	Stability	Armor
Cart	100	1	1x Downgrade	10	0
Wagon	150	2	-	12	0
Chariot	250	3	1x Upgrade	20	1
Steam Train	5000	5	-	80	3

Water Vehicles

> **Note:** *Water vehicles are often dependent on outside factors for movement. A sailing ship can't move directly toward the wind, and a canoe will travel faster down-river than up it. These variables aren't represented in the Speed value, which only represents the controlled elements. The Speed value assumes average conditions. You may want to adjust the Speed or Handling based on the weather or other conditions in a scene.*

Vehicle	Cost	Speed	Handling	Stability	Armor
Canoe	80	2	1x Upgrade	6	0
Longship	3000	4	-	25	3
Trade Cog	5000	5	-	35	4
Galley	18000	6	1x Upgrade	120	5
Galleon	30000	7	-	180	8

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Air Vehicles

Airships: Soaring through the skies of the southern lands and beyond, airships are a fairly common sight. They are frequently the best choice for traveling in the south due to the changeable terrain. The Sea of Clouds is so dense that few would choose to travel under (or through) it, so sailing over in an airship is the better option.

> **Note:** *Though airships are divided into classes of different sizes, often the method of propulsion and lift is what distinguishes them. Some are held aloft by large (sometimes reinforced) balloons, and some have wide sails to catch the winds and carry them forward. Almost all airships have at least one propeller at their rear, often multiple. Rarely an airship will be held aloft by large crystals clamped around the edges of the ship. These crystals are enchanted with levitation magic. It's typical to see these forms of movement used in tandem on the same ship.*

Vehicle	Cost	Speed	Handling	Stability	Armor
Sky Skiff	2000	4	2x Upgrade	15	1
Sloop	12000	6	1x Upgrade	25	2
Caravel	18000	7	-	40	3
Corvette	35000	9	1x Upgrade	80	4
Crystal Frigate	40000	8	-	150	8
Ironclad	100000	7	2x Downgrade	300	15

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Buying, Owning, And Upgrading Vehicles

If a story involves a lot of traveling or exploring, the PCs may wish to acquire a vehicle. This could become almost like a party base as well, depending on the size (and if the party is often journeying). Vehicles make excellent quest rewards—gaining ownership of a vehicle can be a fun story to tell by itself! Perhaps the PCs joined an expedition and were so helpful that the expedition leader decides to give them the airship they've been using as a reward (or at least sell it at a reduced price).

Unless the PCs are very wealthy it's unlikely they'll be able to buy some of the more expensive ships soon after starting the game. That might be ok for longer running stories, or adventures which don't require the PCs to have a vehicle, but in many cases it will be easier and more fun for the PCs to earn their vehicle rather than buying it.

Once the PCs are owners of a vehicle and are using it regularly, they may wish to upgrade and/or modify it to their liking. Customization is a fun way to make the vehicle unique! You could get the players to draw a picture of the vehicle, which could also be modified when changes are made. Exactly when and how an upgrade is applied is up to the Gamemaster (as usual). These could also make nice adventure rewards, or could be purchased for a reasonable amount of Bits. The exact price would vary based on the type of vehicle, but a few hundred is a reasonable average.

Most upgrades would have **one** of the following effects:

- Speed Upgrade: Increase the Speed value of this vehicle by 1.
- Handling Upgrade: Increase the Handling modifier by 1. This cannot go above 2x Upgrade. See the following list:
  - '2x Downgrade' becomes '1x Downgrade.'
  - '1x Downgrade' becomes no modifier.
  - No modifier becomes '1x Upgrade.'
  - '1x Upgrade' becomes '2x Upgrade.'
- Stability Upgrade: Increase the total Stability points by 10.
- Armor Upgrade: Increase the Armor value by 1.

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New Player Races

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Cats

"The Cat Lords of Abyssinia are known to have manners as fine as their fur."

-Excerpt from "Ex Equestria,"
one of the lost books of Pondor the Bard.

'Cat' means very different things in different parts of the world. To most ponies of Equestria a cat is a small pet animal, but in the southern lands and beyond a cat is something altogether different.

Standing upright on their hind legs, tails flicking away behind them, these cats are an intelligent, adventurous race. In their home country of Abyssinia stand several majestic cities including the capital, Panthera. Outside their home not much information is shared about Abyssinia, especially not since the Storm King's attack which has made them wary.

Cats are a rare sight outside of Abyssinia, even rarer within Equestria. A cat traveling with a group in Equestria is likely to draw attention, though since the Friendship Festival was held there may be a few ponies who recognize a cat as one of Capper's race (a brave cat who helped Princess Twilight defeat the Storm King). In Klugetown folks are used to strange sights, so a cat won't necessarily draw extra attention, but they are few and far between (and most of them are involved with The Westtails smuggling ring) so a cat is easier to track down than many others.

Cats have a natural dexterity and charm that makes them adept rogues, smooth talking or sneaking their way through dense city streets as the situation demands. Though a few never learn the skill, most adventuring cats make use of their prehensile tails—an extra pseudo-limb for delicate manipulations or last minute saves.

Cat

Talents: **Nimble (D6), Rogue (D6)**.

Quirks: Choose one.

Nimble. A creature with this Talent is quick and dexterous and so gains an upgrade to their body die whenever they are trying to be speedy. On the other hand they have not spent as much time gaining muscle and so they downgrade their body die whenever they make a body test that relies on brute strength.

In addition, once per session you may roll your nimble die in addition to a body die when being speedy, choosing any result.

Rogue. A creature with this Talent knows when to gamble and when to play it safe. Three times per session before rolling any Test or Challenge, you may choose to downgrade your own Trait die or upgrade your opponent's die once. When you do this (regardless of whether or not you succeed the Test or Challenge) you may set aside a die that's the same as your Rogue Talent die (e.g. if you have Rogue (D8) you would set aside a D8). You may spend this die on any single future Test or Challenge. Any remaining unspent dice set aside at the end of the session are lost.

Antoine Gagnon-Cyr (Order #31568765)

Parrots

"A parrot with a cutlass in her hand is nothing to squawk at!"

-Excerpt from "Ex Equestria,"
one of the lost books of Pondor the Bard.

Parrots are often the most striking members of any group they're a part of. They wear plumage of brilliant colors and have the tenacity of true explorers. As a race they are relatively widespread around the world and have a reputation for being prodigious travelers; as a result they can be found almost anywhere.

Perhaps as a result of their avian biology, parrots are frequently very fond of the air. To feel the wind in their wings at the helm of a speeding airship is the dream of many a young parrot. This inclination and skill for helming and navigation means parrots commonly rise to the role of captain within the ship crews they join.

Their brightly colored feathers do tend to make parrots stand out almost everywhere. Captain Celaeno and her crew have become a more familiar sight in and around Equestria since the Friendship Festival, so other parrots may at least be recognized. In the southern lands, parrots are one of the more common races to be seen though they are less concentrated in Klugetown than some others.

In an adventuring party, much like a ship's crew, a parrot will often naturally fall into the role of pilot and/or navigator. They keep their friends on course, ensuring that nopony gets lost while traversing the wilds. The flashiness of their feathers is sometimes also reflected in their playful, dynamic personalities. Whether engaging a foe in a sword duel while balancing on the crossbeam of a ship's mast, or flipping through the air and landing perfectly with a bow—the panache of a parrot makes them a valuable asset to a party and a great friend to anypony.

Parrot

Talents: **Swashbuckle (D6)**, Choose either **Keen Knowledge: Navigation (D6)** or **Special Skill: Piloting (D6).**

Quirks: Choose one.

Swashbuckle. A creature with this Talent acts with panache, adding flourish to their actions. You may roll this Talent on Body Tests or Challenges when you engage in daring actions with flair and style. You may only roll the Talent die if you describe the extra flourishes you add to your movement (for example: anypony can challenge somepony to a duel, but a swashbuckler might leap from a high balcony, swan dive, flip in the air, land with a sweeping bow, draw their cutlass, and say '*en garde!*'). The GM has the final say about what actions qualify for this Talent. In addition if you succeed in a Test or Challenge using Swashbuckle, on the next Test or Challenge you roll in the same scene you may use your Charm Trait instead of Body or Mind.

Antoine Gagnon-Cyr (Order #31565765)

Hippogriffs

"You bear the heart of a Hippogriff–strong and eternal as the Winged Citadel."

-Queen Novo comforting a young Princess Skystar.

As brave and strong as they are majestic, the Hippogriffs of Mount Aris are a folk unlike any others. Hippogriffs have been living on the mountain since before Equestria was even founded. Even young Hippogriffs sometimes feel much older than other races, regardless of if they are actually older. Some folk say Hippogriffs are born with ancient eyes, or that they inherit the minds of their ancestors. Most Hippogriffs disregard such statements, but it is true that a Hippogriff commands a certain amount of respect wherever they go.

Physically they are similar in ways to Griffons and Pegasi (and have a significant history with both). They have the front half of an eagle and the hind of a pony; their front legs have talons (though much smaller than a Griffon's talons) and on their back legs they have hooves. Feathered crests decorate ears on the side of their heads, and their wings tend to be larger than those of a pegasus. Hippogriffs generally stand a head above Equestrian ponies, though smaller individuals might be a similar size.

Hippogriffs are most likely to team up with those they consider kind and honorable. The friendship that lives in the hearts of many ponies from Equestria makes them easy allies. On the other hand, there are very few Hippogriffs in Klugetown at any one time. In a party of adventurers a Hippogriff brings strength, resolve, and courage. A small number of Hippogriffs find themselves filling a leader's role, their steadfast spirits carrying themselves and their friends forwards. More, though, end up following—being part of a team. These Hippogriffs find it easy to follow orders and complete tasks set out for them, so they make excellent, hard-working party members!

Hippogriff

Talents: **Fly (D6), Honorable (D6).**

Quirks: Choose one.

Honorable. A creature with this talent has a certain amount of gravitas which others pick up on very quickly. You may roll this Talent die in situations where you are commanding respect, mustering courage, or anything else the GM decides is ok.

Additionally, once per session you may do the right and honorable thing by helping others through sacrifice. You inspire a single character other than yourself. They set aside a die equal to your Honorable Talent die (for example if you have Honorable (D8) they would set aside a D8), and may roll it on any single Test or Challenge during the rest of the session. After the die has been set aside, you may not use your Honorable Talent until the beginning of the next session. If the die set aside with Honorable has not been used by the end of the session it is lost.

Antoine Gagnon-Cyr (Order #31565765)

Lizardfolk

"My friend proposed to his girlfriend the other day. She was frilled.

...What do you mean you don't get it?"

-Overheard in a Klugetown tavern.

The Lizardfolk are a hardy and very diverse bunch. Long before Klugetown existed, the Lizardfolk civilization was growing in the south, stretching from the Pine Needle Barrens to Slug Troll Swamp. Only remnants survive from this time however, as at some point the Lizardfolk decided to travel north. They pushed into the Sea of Clouds and crossed the veiled mountains beneath. Eventually coming to the edge of the Bone Dry Desert they settled once more, founding Klugetown atop the rock pillar that would become The Chimney.

Lizardfolk vary wildly in looks between individuals. Some are short, some tall. Some have frills on their heads, others have horns on their snouts—the most impressive have both horns and frills on their heads. Scales cover their bodies, mostly in dark greens, reds, browns, and sometimes blues. Typically they have long, thick tails which are not fully prehensile so cannot be used for delicate manipulations like the tail of a cat, but they do pack a powerful punch if swung in the right direction. Even if they don't all look massive, Lizardfolk are naturally muscular.

The vast majority of Lizardfolk live in Klugetown, with more scattered around the southern lands living in small villages or traveling groups. They stand out a great deal in Equestria and may at first be met with frightened reactions. In an adventuring party a Lizardfolk is often the strongest member, so brute force tasks may fall to them. Whether this is a natural predisposition or comes from years living in Klugetown, Lizardfolk are quite often experienced merchants. They usually know how to work a situation to get the most out of it.

Lizardfolk

Talents: **Bulky (D6), Shrewd (D6).**

Quirks: Choose one.

Bulky. A creature with this Talent is strong and muscled and so gains an upgrade to their body die whenever they are trying to be strong. On the other hand their muscles sometimes get in the way and so they downgrade their body die whenever they make a body test that relies on speed.

In addition, once per session you may roll your bulky die in addition to a body die when being strong, choosing any result.

Shrewd. A creature with this Talent is good at discerning the truth, can't easily be conned, and is able to find a deal almost anywhere. You may roll this Talent die on Tests or Challenges to discern somepony's true intentions, or to determine if something is what it appears to be.

In addition, once per session you may use your Shrewd Talent die in a Charm Challenge against a target you choose. If you succeed, the target and any faction the target belongs to will consider you to have an Esteemed Reputation with them for the rest of the session. This does not work if the target and/or their faction were already Unfriendly or Hostile toward you. This only affects you, not the other PCs. At the beginning of the following session, your Reputation with the target and their faction returns to what it was beforehand.

Antoine Gagnon-Cyr (Order #31565765)

New Talents

Described here are all new Talents not included in the core rulebook.

Bulky. *A creature with this Talent is strong and muscled and so gains an upgrade to their body die whenever they are trying to be strong. On the other hand their muscles sometimes get in the way and so they downgrade their body die whenever they make a body test that relies on speed.*

In addition, once per session you may roll your bulky die in addition to a body die when being strong, choosing any result.

Honorable. *A creature with this talent has a certain amount of gravitas which others pick up on very quickly. You may roll this Talent die in situations where you are commanding respect, mustering courage, or anything else the GM decides is ok.*

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If the die set aside with Honorable has not been used by the end of the session it is lost.

Antoine Gagnon-Cyr (Order #31565765)

Nimble. *A creature with this Talent is quick and dexterous and so gains an upgrade to their body die whenever they are trying to be speedy. On the other hand they have not spent as much time gaining muscle and so they downgrade their body die whenever they make a body test that relies on brute strength.*

In addition, once per session you may roll your nimble die in addition to a body die when being speedy, choosing any result.

Rogue. *A creature with this Talent knows when to gamble and when to play it safe. Three times per session before rolling any Test or Challenge you may choose to downgrade your own Trait die or upgrade your opponent's die once. When you do this (regardless of whether or not you succeed the Test or Challenge) you may set aside a die that's the same as your Rogue Talent die (e.g. if you have Rogue (D8) you would set aside a D8).*

You may spend this die on any single future Test or Challenge. Any remaining unspent die set aside at the end of the session are lost.

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Swashbuckle. *A creature with this Talent acts with panache, adding flourish to their actions. You may roll this Talent on Body Tests or Challenges when you engage in daring actions with flair and style. You may only roll the Talent die if you describe the extra flourishes you add to your movement (for example: anypony can challenge somepony to a duel, but a swashbuckler might leap from a high balcony, swan dive, flip in the air, land with a sweeping bow, draw their cutlass, and say 'en garde!'). The GM has the final say about what actions qualify for this Talent.*

In addition if you succeed on a Test or Challenge using Swashbuckle, on the next Test or Challenge you roll in the same scene you may use your Charm Trait instead of Body or Mind.

Antoine Gagnon-Cyr (Order #31565765)

Adventure:

The Beasts Of Black Skull Island

Antonie Gagnon-Cyr (Order : 31365765)

Antoine Gagnon-Cyr (Order : 31365765)

Before you Start

The Beasts of Black Skull Island is a short adventure, designed to kickstart your further adventures beyond Equestria! This adventure works best with Pony Characters (PCs) of Levels 1–3 (note that 'PC' refers to any player character including non-ponies). Characters of a higher level might find the adventure too easy, so if you want to play with higher level characters feel free to make the adventure more challenging. Adding more Tests and Challenges and/or increasing their difficulty is a good way to do this. You might also add more bad guys to existing scenes, or even insert whole new scenes that you come up with yourself. The more adventuring the PCs have to do without rest, the harder it gets for them.

The rest of this chapter is for Gamemasters (GMs) only! If you are a player intending to take part in the adventure, stop reading now! You don't want to spoil the surprises in store for you!

Welcome, Gamemaster! If this is your first time playing a game of *Tails of Equestria* make sure you familiarize yourself with the core rulebook first, which contains all of the basic rules and resources you need to play. For The Beasts of Black Skull Island, we recommend allowing your players to create characters from either the core rulebook or this book, using either the three main pony kinds or the non-pony races (Cat, Parrot, Hippogriff, and Lizardfolk).

You'll probably also want to read through the section on Klugetown as that's where the adventure begins. You'll be able to describe the city much more freely if you have some of the presented information in the back of your mind. It also helps with creating improvised NPCs on the fly if the PCs decide to go off course. Check out the Vehicles section as well, since this adventure is a piratical treasure hunt and will involve at least one airship (though these vehicle rules are optional, so feel free to ignore them if this is your first time playing—the vehicles can just be handled narratively in the game).

As a GM, your job is to make sure the story is exciting and fun for everyone playing. If you get a few rules wrong it doesn't matter. As long as the adventure is flowing nicely, everything else is secondary. There is no winning or losing in *Tails of Equestria*, there is only storytelling! Encouraging the players to interact with each other and yourself is a great way to get things moving if there's a slow moment.

Just before you begin, make sure you read through the adventure in full. This way you'll know more or less what's coming up. Sometimes the players might decide to do things that change the way the story will progress (actually this happens quite often). If that happens try to bend and rework the written adventure to fit what the players are doing. There's no sense forcing them down a single route if they want to try something else.

Once all the players have created their character sheets and you've got all the necessary dice and pencils etc. nearby, you're ready to start! Begin by reading the following 'Read Aloud' box to the players.

Read Aloud

The sky is dark with smog though it is still daytime. Smoke rises up from the densely packed towers of the city, obstructing sunlight as it tries to break through. Creatures of all kinds are hurriedly pushing past one another in the streets. Rivers of traffic flow between the entrances of Chimneytop Marketplace. Feeling like you want to get out of the crowds, you dart through an arched wooden door with a poorly maintained sign hanging over it that reads: 'The Rusty Bucket.' Inside is a cramped tavern. Small circular tables are arranged seemingly at random, with hard metal benches pulled underneath them. Still, for this city it's relatively cozy.

You're in Klugetown, a heaving hub of civilization far south of Equestria's border. Some of you may have been here for a long time, or may even live here. Others may have just arrived from Equestria or elsewhere.

How long have you been in Klugetown, and how did you arrive?

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This is a good opportunity for the players to introduce their characters, and do a bit of roleplaying as they decide why they're in Klugetown. You could get them to have an in-character conversation, or they could describe why their character is in Klugetown to you directly.

As you're setting the scene, try to establish the fact that the PCs are already friends. They might have only met recently, or they might have traveled to Klugetown together from the same home. Perhaps if one of the PCs has been in Klugetown longer than the others, they might have been acting as a guide for them.

Reminder: *If you need more information to set the scene in Klugetown, see the Klugetown section on page 18.*

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The Lure of Adventure

Once the PCs have finished their discussion and wrapped up any other interactions, they are ready to be hooked into the real adventure!

Choose the PC with the highest Mind Trait, or one with any kind of Talents for spotting, perception, or noticing things. This PC has been keeping an eye on the rest of the patrons in The Rusty Bucket and has noticed something.

A few of the tables in the center of the tavern have creatures sitting at them. One fish-like, and a couple of Lizardfolk. One of the Lizardfolk, a female with ruddy red scales and a frilled head, has been glancing over at the PCs since they started chatting. She doesn't look aggressive, and when she notices the PC looking over at her, she grins a toothy grin and gives a short, sharp wave of her hand.

The PC could keep this information to themselves or inform the rest of the party. As a group they can decide what to do. If they decide not to approach the Lizardfolk, or are taking too long, a grubby looking waiter who seemingly works here brings them over a round of drinks, indicating that the Lizardfolk bought them.

Whenever the PCs decide to interact with the Lizardfolk, move onto the next section, starting with the 'Read Aloud' box.

If the PCs decide to avoid the Lizardfolk and end up leaving The Rusty Bucket without talking to her, describe them going about their business. For as long as it takes the PCs will see the same Lizardfolk female around Klugetown, clearly following them and trying to get their attention. If this still doesn't get the PCs interested and they end up leaving Klugetown, perhaps they weren't that interested in an adventure after all!

Read Aloud

As you approach the Lizardfolk, you notice she carries a small telescope, a pouch, and a cutlass all strapped to her belt. That and the rough tunic and trousers she wears make you think she might be a pirate!

She grins again, her reptilian teeth visible behind her lips, then holds out a hand in welcome. You don't usually receive welcomes in Klugetown, so you're a bit caught off guard. She places a mug of dark liquid onto the table, looks up at you and speaks in a raspy voice:

"I've got a proposition for you, pretties. I work for a captain called Rosella. We're pirates. We're going on a little expedition to hunt some treasure. A lot of treasure. We need some extra hands...or hooves. You'll get your share. What do you think?"

She waits expectantly for your answer.

Note: *It might be fun to copy and print out a physical version of the contract to bring to the table, then you can get each player to sign it as their character. If the paper is stained and rolled up with string or a ribbon that'd be even better!*

Hopefully at this point the PCs will say yes. The adventure lies waiting before them! It's also possible that the PCs will decline, only to go looking for treasure themselves. This will be tricky because the Lizardfolk won't reveal any specifics until they agree.

If they do agree, the Lizardfolk will grin once more, raise her mug in a toast, and introduce herself as 'Puce Sharptooth.'

She then presents the PCs with a contract of employment. Even pirates don't want to get scammed (or rather, especially pirates). Find the contract in the following box.

With the contract signed, Puce will roll up the contract, grin one final time, give a shallow bow and take her leave. The PCs are free to stay at The Rusty Bucket and finish their drinks, discussing the new adventure on the horizon!

After a while, wrap up the evenings activities. The PCs return to their living spaces (or perhaps rent a room at The Rusty Bucket). When you're ready, continue into the following morning.

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CONTRACT OF EMPLOYMENT

ABOARD THE AIRSHIP CORVETTE *KNIFE'S EDGE*

UNDER CAPTAIN ROSELLA

The individuals here signed are hereby declared to be in all manners under the employ of Captain Rosella aboard the airship *Knife's Edge*, or any other ship should this be made necessary or desirable to the captain, for a treasure hunting mission to Black Skull Island.

Payment to the here signed employees will be made upon successful capture or otherwise acquisition of treasure, loot, booty, or any other suitable source of wealth. Payment will be based on performance.

The individuals will be considered full crew members until such point at which their services are no longer desired. The individuals will also be permitted to cancel this contract of employment prematurely if they first submit a reasonable request to Captain Rosella, the employer (and as long as they haven't pilfered any treasure).

Employee Names & Signature hereby presented. Upon signing contract will become binding by the laws of Klugetown and the Pirate Code:

NAME:_____	SIGN:_____
NAME:_____	SIGN:_____
NAME:_____	SIGN:_____
NAME:_____	SIGN:_____
NAME:_____	SIGN:_____
NAME:_____	SIGN:_____

NAME & SIGN OF EMPLOYER:

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Setting Sail

When the PCs are ready, they can head out for their arranged meeting place. Puce told them to arrive at Level 2 of the Airport Docks and come to the fourth berthing from the left. This is an easy enough task if somepony in the party knows Klugetown, or has a map.

Otherwise anypony can make a Mind test (Difficulty 2) to find their way. It's not far from Chimneytop Marketplace to the Airport Docks; they're adjacent at the top of The Chimney (Klugetown's largest section).

As the PCs get closer to the Airport Docks they start to hear a commotion. When they arrive they find the Knife's Edge docked where it's supposed to be, but the crew seems to be in a panic. Another, smaller airship is hovering just out of the Airport Docks and is turning its prow toward the Knife's Edge. A perceptive PC can note that this other ship is called the Bladepoint. The Bladepoint is an airship caravel (see page 48 for stats).

As the PCs are trying to get to the Knife's Edge, the situation develops further: three small Sky Skiffs belonging to the Bellwether League are approaching the Bladepoint to intercept it, but before they get there it fires a harpoon cannon at the Knife's Edge, piercing the hull with the sound of splintering wood. The harpoon is then retracted, leaving a big hole, and the Bladepoint sails out of the Airport Docks at high speed, heading out over the Sea of Clouds to the east.

The crew of the Bladepoint are former crew of the Knife's Edge. They started a mutiny against Captain Rosella and formed their own crew, the captain of which is the mutinous Captain Blister, former First Mate of Rosella. He is a large parrot with white, brown, and orange feathers. Now both crews are after the same treasure (because Rosella shared the information with her crew before the mutiny), and the Bladepoint crew have damaged the Knife's Edge so that it cannot leave right away. That way they can get a head start toward the treasure's location.

Upon approaching the Knife's Edge, the PCs see the crew is in even more of a rush. Lizardfolk run around on deck frantically trying to get the repairs done. On the edge of the docks by the ship stands Puce Sharptooth and a parrot wearing a tricorn hat, with crimson plumage. They notice the PCs approaching and greet them.

Read Aloud

With crimson feathers and a long coat flapping behind her, Captain Rosella stands before you. She looks you all over, seemingly inspecting her new employees.

"Ha! These look like a fine lot, you've outdone yourself Puce!" Rosella laughs and Puce grins. Then the captain addresses you directly. "You've certainly arrived at a good time, we've got a brand new hole in our ship that needs fixing up!"

Rosella leads you to a boarding ramp leading up to the deck of her ship, the Knife's Edge. Though a bit scruffy here and there it's a fast looking ship, built from dark wood and bearing three masts with red sails, currently wrapped up. She instructs you to help out however you think you can, and steps back to watch your efforts.ts with a smile.

What do you do?

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The PCs have an opportunity to impress Captain Rosella here. Allow them to discuss and propose ways in which they can help out. If they ask around the crew they are told that the hole in the hull is the biggest problem because it weakens the rest of the ship. Before setting off they also need to start the propellers, prepare the sails, load supply, chart a route, and also detach the cable which is currently holding the Knife's Edge to the mooring posts on the dock.

The PCs can choose what they want to do and roleplay it out with you, perhaps interacting with other crew members. Get them to roll suitable Tests based on the task, for example preparing the sails, detaching the cable, and loading supply would be Body tests of a Difficulty between 2-4, whereas charting a route (which would be done with the captain) and starting the propellers would be a Mind test. Repairing the hole will likely involve both Body and Mind tests (Difficulty 3)—one of each, to identify how to repair it best and then enact that physically. Any assistance or work that PCs aren't doing can be done by Lizardfolk crew members. The PCs work alongside them to complete tasks.

After any further quick preparations the PCs want to make, the Knife's Edge will pull out of the Klugetown Airport Docks and start heading east over the Sea of Clouds—Black Skull Island lies ahead.

Faction: Pirates of Sea & Sky

Captain: Captain Rosella

Ship: "Knife's Edge" – Airship Corvette

Crew: 40 (all Lizardfolk)

Infamy: Known for attacking traders and passenger ships (and even other pirates) over the eastern Sea of Clouds and the southern Celestial Sea.

Description: A parrot of crimson plumage stands at the helm, the vivid red of the sails matching her. The ship is pointed sharply toward the front, with a serrated underside. Anypony who sees this sight approaching them should know they're in for a rough time.

Captain Rosella has never been one for taking unnecessary risks. She seeks profit, and there's plenty of it to be had in the southern seas and skies! That's the thing—she never takes unnecessary risks, but almost any risk is necessary if the end result is a hold full of treasure!

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The Sea Of Clouds

The pirate crew quickly rouse themselves into a lively sky shanty. The singing comes in waves of question and answer chorus from various parts of the ship. Any PC who wants to join in can roll a Charm Test (Difficulty 3). Successful PCs earn 1 Favor Point each.

Read Aloud

Putting distance between itself and Klugetown, the Knife's Edge skims along the surface of the Sea of Clouds. Beyond the city, outside of its blanket of smoke, it's a bright sunny day. The Sea of Clouds shines white and pale gray in the sun.

There is something on the eastern horizon though, and it's caught the attention of most of the crew. Captain Rosella and Puce stand on the prow looking ahead, Puce peering through her telescope.

There's a storm brewing. It's in the distance at the moment, but it looks to be centered right around where you're going—Black Skull Island. There are murmurs in the crew. Some of them had heard rumors of a storm raging in the east for days.

The ship shakes violently, and a loud monstrous SCREEEEE echoes through the sky. Suddenly the storm in the distance is forgotten. Something is attacking the ship!

What do you do?

The creature attacking the ship is a wild Sky Serpent, aerial cousins of the more well known sea serpents. Though some of these large monsters are intelligent and civilized, the one attacking the Knife's Edge is of a more feral, monstrous type. It saw the underside of the airship from beneath the Sea of Clouds and has taken it for some kind of prey.

There are a number of ways to deal with this attack. Like many predators, the Sky Serpent will be put off if it decides the 'prey' in this case (the ship) is too well defended. If the creature loses around 5 Stamina Points it will probably decide to leave the Knife's Edge alone. You can increase or decrease this value based on how quickly the encounter is progressing.

Very loud noises, or other off-putting displays might also work. Multiple sounds/visuals all at once can confuse it and cause it to back off. Otherwise releasing something out the back of the ship to float or drop in a different direction might catch the serpent's attention. The Knife's Edge might even try to outrun it, or lose it in the clouds.

A PC can make a Mind test (Difficulty 6) to recall this useful information, though a roll of 4 or higher will allow them to correctly identify the monster as a Sky Serpent. Anypony who makes themselves useful and helps to drive away the Sky Serpent receives 1 Favor Point. The PC who performed best receives 2 Favor Points instead.

This should be a fast paced encounter, so keep the action moving. The Sky Serpent will circle the ship, diving back underneath the Sea of Clouds regularly to stay as hidden as possible. The crew will be rushing about or holding positions on deck, and Captain Rosella will be directing them about from the helm. The PCs are free to do whatever they think is best, including taking lookout, steering the ship, using the harpoon cannons or anything else.

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When the Sea Serpent has been defeated or driven away, the crew will begin the return to their positions. Despite the general panic it seems that this type of occurrence is fairly routine for a pirate!

Unless the PCs decide otherwise, the ship will continue to head eastwards toward Black Skull Island—and the storm, unless it was damaged badly in the attack, in which case more repairs might be needed. If the PCs want to spend more time searching the Sea of Clouds for any reason, they will eventually attract the attention of a second Sky Serpent. Captain Rosella will advise as much, but is interested to see what the PCs can do, so is willing to let them make the decision.

Sky Serpent

Body: D12 **Mind: D6** **Charm: D6** **Stamina: 18**

Talents: Fly (D10), Thick hide (D4)

Quirks: Animal, Short fuse

Less physically strong than their marine cousins, these sky serpents are however, very quick in the air. They are known to sneak up on cruising airships and attack them, having mistaken them for prey. They have long, slender bodies (much like normal snakes) often with cream, white, or sky blue scales down the entire length. They have between 1 and 4 pairs of wings, varying with each individual. The pairs of wings always start near the large head of the creature and proceed along the tail the more pairs the individual has.

White clouds on a sunny day might look beautiful, but you've no idea what could be lurking within...

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Airship Graveyard

The day wears on. Morning turns to afternoon. The sun begins to lower in the sky once again, but the PCs can't see it for long. After a few hours of travel they are just about to hit the edge of the storm.

To avoid the worst of it (which looks bad), Captain Rosella has decided to take the Knife's Edge low, underneath the high bank of storm clouds. Unfortunately this means passing through the also treacherous Airship Graveyard, a mass of broken, crashed airships that have accumulated over years in this spot. The graveyard actually stretches around the whole of Black Skull Island's coast.

The storm clouds are thick, high above where the Knife's Edge is now flying. The wind is strong and seems to be blowing in a huge circle around the island. Since the PCs are flying directly toward the island, the wind is threatening to blow them off course. This is especially dangerous once they enter the Airship Graveyard. Jagged rocks rise out of the rough ocean waves below, though it's hard to even see the rocks or the ocean from all the shipwrecks. Run aground on shallow outcropping, sea ships have met their end here, and airships blown into the rocks have become tangled in a web of old ropes and sails. The rain is coming down heavily, lightning and thunder crashing all around the ship, and the wind is causing the sails to flap wildly.

The PCs must pilot the Knife's Edge through the graveyard, as Rosella keeps her eyes peeled from the prow. The pilot must roll three Body Tests (Difficulty 4, 5, and 6) in that order to steer the ship through the first part of the graveyard. A co-pilot can roll a Mind Test (Difficulty 4) before each of the piloting Tests in order to upgrade the pilot's Trait die for that test. Other PCs can assist by any method they wish, which could reduce the difficulty of the piloting checks, or reduce the amount of Stability points lost if damage is sustained. Each success on any Test grants the PC that made it 1 Favor Point.

Each failure results in the Knife's Edge losing 10 Stability Points (reduced by Armor), and each PC on board losing 1 Stamina Point. If the failure was a Bad Luck result (a 1 on the die), the lost Stability Points are not reduced by Armor, as the damage was critical (e.g. a jutting rock pierced the side of the hull).

When these Tests have been completed, read the next 'Read Aloud' box.

Read Aloud

Through the rain and dark clouds you can see something up ahead, directly in the way of the Knife's Edge. At first you think it's just another airship that met it's doom, broken and battered against the jagged rocks, but you soon realize it's not damaged—it's an active, flying airship with its side facing you. It seems to be connected by ropes to various parts of the rock and ruined ship piles.

A flash of lightning illuminates the name: Bladepoint. As you open your mouth to yell for Captain Rosella you are cut short by a loud explosion from where the other ship is hovering, followed by the sharp sound of sundered rock, scraping metal, and snapping wood. The Bladepoint has just forcefully reeled in their harpoons and destabilized the ship graves that surround you!

What do you do?

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The harpoons being pulled out of the rock and debris has caused them to become unstable. Sliding down from above come crumpled wrecks of ships, and chunks of rock threaten to fall onto the Knife's Edge. The PCs will need to react quickly and perform evasive maneuvers aboard the ship. Attempting to avoid falling debris functions as a Challenge against the Pirate Crew who timed the reeling of the harpoon. For the Challenge they use their Mind Trait of D6. The PC opposing this will use a relevant Trait as described previously (Body for piloting, Mind for co-piloting or spotting etc). If the PCs fail a Challenge the Knife's Edge loses 8 Stability Points (reduced by armor as normal) and each PC on board loses 1 Stamina Point.

The Bladepoint has six harpoons to reel in to try and cause debris to fall on the Knife's Edge. They won't use them all at once, but will time them to try and catch the party off guard. Try to react accordingly to whatever solutions the PCs come up with.

If the Knife's Edge becomes significantly damaged, or if it gets within harpoon shot of the Bladepoint, Captain Blister will order his crew to fly the ship away. The PCs might get one shot at harpooning the Bladepoint before it escapes if they are quick. This is a Body Challenge between the PC firing the harpoon and the Pilot of the Bladepoint (who rolls D8+D8 and takes the higher result).

However the scene plays out, bear in mind that the goal of Captain Blister and the crew of the Bladepoint is to reach Black Skull Island before Captain Rosella. Their ship is a bit slower than the Knife's Edge, so they lay in wait to damage and slow down their opponents.

Whether or not there is an extended encounter with the mutinous pirates here, Captain Rosella will suggest pushing toward Black Skull Island, where both the treasure and the eye of the storm presumably wait.

If the Knife's Edge took too much damage in this encounter, the next scene will be a crash landing on the beach of Black Skull Island. Otherwise it's a landing.

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Minions of the Storm

As the party flies closer to the island the storm grows more intense. Through the harsh conditions they see the huge skull-shaped volcano that rises from the beach and fills most of the island. At least, most folk believe it's a skull-shaped volcano—there are older stories that say it is the skull of a colossal black dragon, defeated in a cataclysmic battle in ancient, forgotten times. Nopony knows the truth, since it was seemingly never properly recorded.

The mystery of the storm has its answers on the island. A few weeks ago a group of the Storm King's Minions came to the island. They had left the Storm King's Realm and decided to form their own court. They no longer wanted to be a party of the Storm King's army. They were flying east on an airship, but after being attacked by a Sky Serpent in the Sea of Clouds the ship crash landed on the beach of Black Skull Island.

When the PCs arrive on the beach, they can roll a Mind test (Difficulty 2) to notice the crashed ship. It has been slightly buried by sand, and wind and rain whip across the open area making it hard to notice anything. A further successful Mind test (Difficulty 4) will identify the crashed ship as one (formerly) from the Storm King's armada. It looks like it could hold around 20 crew maximum. In fact there are only 14 Storm Minions on the island.

A short way along the beach, sheltered by some sparse trees and shrubs, is the camp of the defector Storm Minions. In the camp are 6 Storm Minions and 1 Storm Minion Boltcaster. Three minions, including the commander of this group, are currently higher up inside the skull volcano. Four have set out on patrol toward the beach, where they have just head the sounds of a ship landing (or crashing). This patrol is made up of 3 Storm Minions and 1 Storm Minion Spellshield.

The four minions patrolling toward the beach where the Knife's Edge has landed will arrive only a few minutes after the PCs bring the ship down. If there is somepony on lookout they might spot the approaching patrol with a Mind Test, with the distance at which they notice the minions dependent on how high the result is. They also might assume that some Storm Minions are here if they found the crashed ship from the Storm King's armada. They will have to prepare and/or react as they see fit. If there's a chance the Storm Minions could spot the PCs, they'll have to make a Body vs. Mind Challenge to sneak by or hide.

If the PCs and/or Rosella's crew are discovered, the Storm Minions will try to capture anypony they can and bring them back to small holding cages they have set up at their camp. The PCs might want to engage in a scuffle here. They will be able to get pirate cutlasses from Rosella, which will allow the use of any dueling or swashbuckling Talents they might have. Fighting against the Storm Minions' spears is difficult without something like a cutlass to block with. This may incur downgrades in Body Trait die if there is an unfavorable matchup (unless the PCs manage to think of a creative idea to take down the Storm Minions). PCs gain 1 Favor Point for each Storm Minion they deal with, whether that is through a scuffle or something else.

If the PCs make it past the patrol, they will soon find the Storm Minion camp, which they could choose to avoid (and continue heading up into the skull) or investigate. A Mind Test (Difficulty 4) made to investigate the camp (along with some more sneaking Tests to avoid the Storm Minions) will reveal a couple of scrolls with neat writing on them. They seem to be part orders, part report. The scrolls describe how the Storm Minions crashed here, how they defected from the Storm King's army, and how they want to form their own kingdom by wielding the power of the storm. They also talk about their commander who is inside the eyes of the skull. Evidently he tried to gain control over a magic storm by using an item called a Storm Capsule, which looks like a small pearly sphere. When opened the sphere releases a lightning storm into the sky above it. If the wielder is not powerful enough, then the storm will run wild. That seems to be what has happened here. The commander is still in the skull's eye trying to gain control of the storm. The PCs who discover this information each gain 1 Favor Point.

Note: *The PCs could also find out this information by asking a captured Storm Minion. A Charm Test (Difficulty 3) would be enough to get most of them to open up.*

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Having engaged with the Storm Minions at the beach and possibly in the camp, the PCs will likely want to continue the treasure hunt. Rosella tells them that the treasure is supposedly inside the skull, near the eyes. She and her crew will stay near the beach to watch the ship, and make sure no other Storm Minions cause trouble. Puce Sharptooth will come with the PCs if they ask her. Captain Rosella is impressed that the PCs have made it this far. Each PC (as long as they're still standing) gains 1 Favor Point. They are then free to go after the treasure, and finish the hunt once and for all.

Storm Minion

Body: D8 **Mind: D6** **Charm: D6** **Stamina: 14**

Talents: Special Skill: Spear (D6)

Quirks: Reliant on orders

The (mostly) loyal soldiers of the army of the Storm King, these grunts are used in brute squads, skirmishes, and full-on invasions. They are versatile fighters, though most are equipped with a black metal shield and spear. Their intimidation factor is just as important as their fighting skills. Nopony would dream to defy the Storm King with an army of his minions before him.

Storm Minion Boltcaster

Body: D6 **Mind: D8** **Charm: D6** **Stamina: 14**

Talents: Shock (D6), Water Control (D6).

Quirks: Reliant on orders

Compared to most Storm Minions these Boltcasters have a little less brawn and a little more brain. They fill out the armies of the Storm King as projectile throwers, using a limited amount of element control and storm magic. They have traded in their spears and shields for dark metal staffs, twisted at the top. The most exceptional Boltcasters are presented with a crystal for the tip of their staff, and a belt of Storm Capsules.

Storm Minion Spellshield

Body: D8 **Mind: D6** **Charm: D6** **Stamina: 14**

Talents: Magic Resistance (D10), Bulky (D8)

Quirks: Reliant on orders

Wielding enormous two handed shields, these Spellshields are the biggest bruisers on the battlefield. They train to move their shields with ease to defend from all directions at once. If a spell hits one it gets deflected off almost every time. If the spell caster is really unlucky they might find their own spell coming back at them! With legions of soldiers in front, the Spellshields typically form a wall behind the first row during a battle. If things get tough they leap in front of the regular soldiers to bring their shields to bear. They can even form a turtle formation to protect against magic artillery!

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Eye of the Storm

As they approach the eyes of the Black Skull the PCs notice the weather becoming calmer. They can still hear the howling of wind, and the pressure of the air seems to push them toward the ground. They are in the eye of the storm here—the center point of relative calm. The eye of the storm overlaps with the left eye of the Black Skull, which is where the calm is broken again—a bright beam of electricity connects something inside the eye with the storm clouds far above (this is actually the Storm Minion Commander with the Storm Capsule).

Climbing up and into the eye of the skull takes a successful Body Test (Difficulty 3). Those who fail can instead take a longer route through the inside of the skull by rolling a Mind Test (Difficulty 3) to find their way through. Failure on either Test results in the PC losing 1 Stamina Point, but they will eventually be able to find their way up to the wide open hollow inside the eye of the skull.

When they reach the eye, read the next 'Read Aloud' box.

Read Aloud

You pull yourself up into the hollow behind the eyes of the Black Skull. The sound of crackling energy fills this space and echoes in your ears. Framed by the opening of the skull's left eye in the middle of a small natural bridge is a figure—what looks like the Storm Minion Commander. He has both hands wrapped around a small open sphere and is surrounded by magic energy, though it doesn't seem as though he is in control. Lightning and storm magic is pouring forth from inside the sphere.

As you think about what to do, another group enters the hollow through the right eye. It's Captain Blister from the Bladepoint! His whole crew appears behind him as they stride toward the Storm Minion Commander.

"Ha! You won't get the prize that easy, Blister!" You hear the familiar voice as Captain Rosella and the crew of the Knife's Edge rush in at the last moment. With whoops and roars the two pirate crews set to dueling.

What do you do?

Pirate Crew

Body: D6 **Mind: D6** **Charm: D6** **Stamina: 12**

Talents: Swashbuckle (D6), Worldly (D6), Special Skill: Piloting (D6)

Quirks: Messy, Oooohhh...Shiny!

All across the southern lands and beyond pirate ships cruise the seas and skies. Those ships don't sail themselves—a good pirate crew is the true strength of any captain and her ship! Pirate crew members are used to being given all sorts of tasks, from fixing holes in the hull, to steering from the helm, to firing the cannons. They might not be the most civilized folk, but they've often traveled and tend to learn a little about the areas they find themselves in.

Antoine Gagnon-Cyr (Order #31365765)

Captain Blister

Body: D8 **Mind: D10** **Charm: D6** **Stamina: 18**

Talents: Swashbuckle (D8), Keen Knowledge: Navigation (D10), Special Skill: Piloting (D4)

Quirks: Proud, Bossy, Greedy

Captain Blister is the mutinous former First Mate of Captain Rosella. After a failed attempt to take over the Knife's Edge for himself, he and a small group of other mutinous pirates started their own crew on a new ship: the Bladepoint.

He is stocky, larger than most parrots, and wears a finely tailored tricorn hat. His feathers are overlapping white, brown, and orange. He carries a silver cutlass at his belt and is prone to using it when his pride is insulted.

Captain Rosella

Body: D10 **Mind: D10** **Charm: D10** **Stamina: 20**

Talents: Swashbuckle (D12), Keen Knowledge: Navigation (D8), Special Skill: Piloting (D12), World

Quirks: Blunt, Overconfident, Oooohhh...Shiny!

With feathers as red as her sails, and a cutlass as keen as her eyes, Captain Rosella is well known in the lands south of Equestria. Her notoriety comes from a string of boardings by her crew, 'liberating' wealth from rich traders and travelers (well, that's what she says). Captain Rosella has never been one for taking unnecessary risks. She seeks profit, and there's plenty of it to be had in the southern seas and skies! That's the thing—she never takes unnecessary risks, but almost any risk is necessary if the end result is a hold full of treasure!

Storm Minion Commander

Body: D8 **Mind: D8** **Charm: D6** **Stamina: 16**

Talents: Special Skill: Spear (D6), Shock (D6), Magic Resistance (D6), Keen Knowledge: Strategy (D8)

Quirks: *Reliant on orders, Bossy*

Though still far below the Storm King in the hierarchy of the Storm Creatures, the Storm Minion Commanders have an elevated position that allows them to take control of soldier units and command them as they see fit. They report back to their superiors with detailed information about missions undertaken, and relay orders to the troops.

They have smaller versions of the spell shields, can manipulate storm magic a little, and are armed with spears. They are well equipped and well trained.

Antoine Gagnon-Cyr (Order #31365765)

Captain Blister wants to grab the Storm Capsule for himself, believing that it's worth more than any other treasure that might be in this skull. Unfortunately, should he get it, the storm will likely spiral even further out of control, and might spread all the way back to Klugetown, getting more powerful all the way. There would be no Klugetown left after that! It takes a Mind Test (Difficulty 3) to figure this out (or to get the gist anyway).

The PCs have a few options. They can join the scuffle going on around them, try to take down Captain Blister, try to talk to the Storm Minion Commander, or even try to push or drag him away from the Storm Capsule. To get through to the Storm Minion Commander and convince him to let go would take a Charm Test (Difficulty 6). Otherwise the PCs would need to beat him in a Body Challenge to push him away from the Storm Capsule.

Once the Storm Capsule is no longer being held, the PCs have an opportunity to close it with force, or with magic. PCs must roll a total of 3 Body or Mind Tests (Difficulty 5) to close the Storm Capsule. These tests do not have to be made consecutively (and it may be difficulty to do them all at once, since Captain Blister and his crew will be trying to stop them at every step!). The PCs are allowed to assist one another with these Tests. If they succeed 2 out of 3 of the tests, they manage to close the Storm Capsule without breaking it. As it closes it sucks the whole gigantic storm inside, causing a great explosion of energy. The Black Skull trembles and shakes, but once it's over the sky outside is blue, and a gentle breeze blows through the hollow!

If the PCs fail 2 or more of the final 3 Tests, they do not manage to close the Storm Capsule successfully. It begins to shatter and break, and when it does there is a huge explosion which knocks down everypony in the hollow. The wave of force seems to catch and erase the storm as it passes. When the capsule broke, the magic was severed so the storm disappeared. Unfortunately this means the PCs will not be able to take the Storm Capsule as treasure, and both Captain Blister's crew and the Storm Minions are very angry with them for destroying it.

During this scene, PCs gain 1 Favor Point if they manage to hold back Captain Blister and his crew. They gain 1 Favor Point if they manage to convince the Storm King Minion to let go. If they successfully close the Storm Capsule without breaking it, they each gain 2 Favor Points.

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Regardless of whether the Storm Capsule was broken or saved, the explosion of magic energy causes cracks to appear in the roof of the hollow. A space above the eyes of the skull is opened up (the front part of its brain cavity). Through the cracks, treasure starts to fall like rain! Gold, silver, jewelry—the legendary treasure of Black Skull Island!

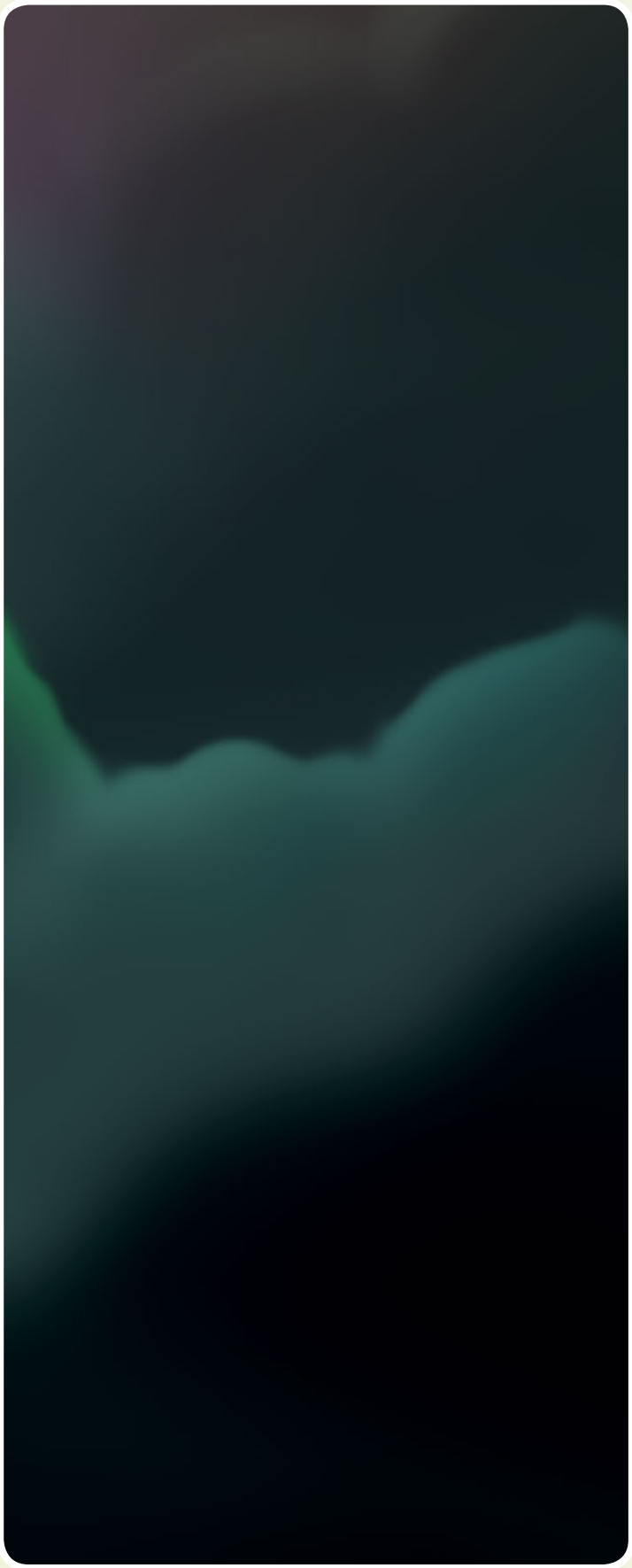
With Captain Blister and his crew soundly beaten in the scuffle, the treasure is all for the captain and crew of the Knife's Edge, including the PCs. As they haul as much treasure as they can back to the hold, Captain Blister and the Bladepoint hurriedly depart the island, accepting their defeat.

When the Knife's Edge finally takes off, it is fully loaded with treasure. As the crew starts up another round of sky songs, Rosella works out how to divide the treasure amongst the crew.

- If the Storm Capsule was broken or lost, each PC earns an amount of treasure equal to 100 times the number of Favor Points they earned throughout this adventure (this is the treasure's value in Bits).

- If the PCs managed to close the Storm Capsule without breaking it and brought it with them as part of the treasure hall, the PCs each earn an amount of treasure equal to 300 times the number of Favor Points they earned throughout this adventure (this is the treasure's value in Bits).

With that, the PCs task is complete, and their time aboard the Knife's Edge might be coming to and end (unless they decide to stay)! Captain Rosella tells them she was very impressed with their piratical skills. She'll get in touch if she ever needs some top-quality pirates! She'll return the PCs to wherever they wish to go, and sail off into the sunset, as each of them starts the search for the next adventure!



Antoine Gagnon-Cyr (Order #31365765)

New Characters & Creatures

Antonie Gagnon-Cyr (Order : 31365765)

Antoine Gagnon-Cyr (Order : 31365765)

URBAN CHARACTERS

Typical Cat

Body: D6 **Mind: D6** **Charm: D6** **Stamina: 12**

Talents: Nimble (D6), Rogue (D6).

Quirks: Choose one

Cats have a natural dexterity and charm that makes them adept rogues, smooth talking or sneaking their way through dense city streets as the situation demands. Though a few never learn the skill, most adventuring cats make use of their prehensile tails—an extra pseudo-limb for delicate manipulations or last minute saves.

Typical Lizardfolk

Body: D6 **Mind: D6** **Charm: D6** **Stamina: 12**

Talents: Bulky (D6), Shrewd (D6)

Quirks: Choose one

Lizardfolk vary wildly in looks between individuals. Some are short, some tall. Some have frills on their heads, others have horns on their snouts—the most impressive have both horns and frills on their heads. Scales cover their bodies, mostly in dark greens, reds, browns, and sometimes blues. Typically they have long, thick tails which are not fully prehensile so cannot be used for delicate manipulations like the tail of a cat, but they do pack a powerful punch if swung in the right direction. Even if they don't all look massive, Lizardfolk are naturally muscular.

Antoine Gagnon-Cyr (Order #31365765)

Capper

Body: D8 **Mind: D8** **Charm: D12** **Stamina: 16**

Talents: Nimble (D10), Rogue (D12), Creative Flair: Smooth Talking (D12)

Quirks: Fear: angry mobsters, Guilty conscience

Capper is an alley cat who has spent quite a bit of time in and around Klugetown. He had rightfully earned a reputation as a skilled con-artist from his past dealings, and as such made no friend of the various gangs and organizations he dealt with.
During Princess Twilight's adventure however, Capper turned from con-artist to hero and is now one of the most friendly and trustworthy citizens in all of Klugetown. In particular, since returning to his home after the Storm King was defeated, he has been acting as a friendly face to new ponies arriving from Equestria. He teaches them how to take care of themselves, and keeps an eye out in case any newcomers get into trouble with the locals.
He still has a lick of his old trickster persona in him though, and in conversation he's known for running circles around those who are unprepared. He's certainly not malicious, and never intends to do harm, but he'll still pull off a trick or two if he's given the opportunity. Some things never change!

Grumm of Klugetown

Body: D10 **Mind: D8** **Charm: D1** **Stamina: 18**

Talents: Bulky (D12), Shrewd (D12), Keen Knowledge: Klugetown (D20), Keen Knowledge: Finance (D12), Creative Flair: Commanding Voice (10)

Quirks: Neat Freak, Intimidating

Grumm of Klugetown is not seen very often but when he is seen, everypony around him knows it's best to stay out of his way. He is a tall, muscle-bound Lizardfolk who towers over almost everyone else. Dark green scales cover his body, charcoal gray frills adorn the back of his head and neck, and a curved horn protrudes from the end of his snout. He speaks in a deep, gruff voice which he very rarely raises. Even without shouting though, the sound of his voice can silence the rowdiest tavern in Klugetown in an instant.

Klugetown Maven

Body: D8 **Mind: D6** **Charm: D6** **Stamina: 14**

Talents: Shrewd (D6), Special Skill: Brawling (D8)

Quirks: Bossy, Overconfident, Greedy

The Mavens are the closest thing to a police force that Klugetown has, though they're more concerned with ensuring successful business is not interrupted than protecting vulnerable citizens.

Antoine Gagnon-Cyr (Order #31365765)

Klugetown Merchant

Body: D6 **Mind: D8** **Charm: D8** **Stamina: 14**

Talents: Shrewd (D6), Creative Flair: Bartering (D8)

Quirks: Greedy, Short Attention Span

A merchant in Klugetown is a force to be reckoned with. In a city where anything can be bought and sold, they hold the true power.

Klugetown Smuggler

Body: D8 **Mind: D6** **Charm: D6** **Stamina: 14**

Talents: Shrewd (D6), Special Skill: Brawling (D8)

Quirks: Bossy, Overconfident, Greedy

Charming rogues, tricksy swindlers, and blackguards of all kinds often find themselves joining together. In the hidden underbelly of many cities, gangs of delinquents and desperados vie for power, and the control of various illicit markets or other means of making money under the table.

Songbird Serenade

Body: D10 **Mind: D8** **Charm: D10** **Stamina: 18**

Talents: Fly (D6), Creative Flair: Singing (D20), Creative Flair: Crowd Pleasing (D20)

Quirks: Quiet (when not singing)

Right now, Songbird Serenade is the hottest performer in all of Equestria. Her vocals and performance are all perfectly arranged to bring out the Magic of Friendship in every show. Songbird is extremely grateful to the fans that took her to the top, and is often working to give back to the community that supports her.

Antoine Gagnon-Cyr (Order #31365765)

PIRATE CHARACTERS

Typical Parrot

Body: D6 **Mind: D6** **Charm: D6** **Stamina: 12**

Talents: Swashbuckle (D6), Choose either Keen Knowledge: Navigation (D6) or Special Skill: Piloting (D6)

Quirks: Choose one.

Parrots are often the most striking members of any group they're a part of. They wear plumage of brilliant colors and have the tenacity of true explorers. As a race they are relatively widespread around the world and have a reputation for being prodigious travelers; as a result they can be found almost anywhere.

Captain Blister

Body: D8 **Mind: D10** **Charm: D6** **Stamina: 18**

Talents: Swashbuckle (D8), Keen Knowledge: Navigation (D10), Special Skill: Piloting (D4)

Quirks: Proud, Bossy, Greedy

Captain Blister is the mutinous former First Mate of Captain Rosella. After a failed attempt to take over the Knife's Edge for himself, he and a small group of other mutinous pirates started their own crew on a new ship: the Bladepoint.

He is stocky, larger than most parrots, and wears a finely tailored tricorn hat. His feathers are overlapping white, brown, and orange. He carries a silver cutlass at his belt and is prone to using it when his pride is insulted.

Antoine Gagnon-Cyr (Order #31365765)

Captain Celaeno

Body: D10 **Mind: D8** **Charm: D10** **Stamina: 18**

Talents: Swashbuckle (D12), Keen Knowledge: Navigation (D6), Special Skill: Piloting (D12), Worldly (D12)

Quirks: Blunt, Overconfident, Oooohhh...Shiny!

The true heart of an adventurer beats within Captain Celaeno. She and her crew of parrot pirates would often seek out mystery and treasure based on only whispers and rumors, joyfully sailing to places that most other captains wouldn't dare to go

Things changed when the Storm King attacked. Though he had long been an intimidating presence in the south, he had seemingly not bothered with the mainland for many years. Eventually his attack did come, and it swept up from the south as a storm so fierce none could avoid it. Even the free spirits of Celaeno's Prism Wing were forced into work for him—reduced to running supplies and carrying messages between the Storm King's outposts.

A meeting with the pegasus pony Rainbow Dash changed all that. Dash finally convinced Celaeno to resist—to go back to doing what she loved along with her crew; seeking thrills and adventure under the open sky, with no ruler to tell her what to do!

Captain Rosella

Body: D10 **Mind: D10** **Charm: D10** **Stamina: 20**

Talents: Swashbuckle (D12), Keen Knowledge: Navigation (D8), Special Skill: Piloting (D12), Worldly (D10)

Quirks: Blunt, Overconfident, Oooohhh...Shiny!

With feathers as red as her sails, and a cutlass as keen as her eyes, Captain Rosella is well known in the lands south of Equestria. Her notoriety comes from a string of boardings by her crew, 'liberating' wealth from rich traders and travelers (well, that's what she says). Captain Rosella has never been one for taking unnecessary risks. She seeks profit, and there's plenty of it to be had in the southern seas and skies! That's the thing—she never takes unnecessary risks, but almost any risk is necessary if the end result is a hold full of treasure!

Pirate Crew

Body: D6 **Mind: D6** **Charm: D6** **Stamina: 12**

Talents: Swashbuckle (D6), Worldly (D6), Special Skill: Piloting (D6)

Quirks: Messy, Oooohhh...Shiny!

All across the southern lands and beyond pirate ships cruise the seas and skies. Those ships don't sail themselves—a good pirate crew is the true strength of any captain and her ship! Pirate crew members are used to being given all sorts of tasks, from fixing holes in the hull, to steering from the helm, to firing the cannons. They might not be the most civilized folk, but they've often traveled and tend to learn a little about the areas they find themselves in.

Antoine Gagnon-Cyr (Order #31365765)

UNDERWATER CHARACTERS

Typical Seapony

Body: D6 **Mind: D6** **Charm: D6** **Stamina: 26**

Talents: Special Skill: Swimming (D10), (+ racial talents of what they were before being a Seapony)

Quirks: Restricted to water, Choose one.

Seaponies display just as diverse and bright a color palette as land ponies do. All have fairly long, curved tail fins though the shape and size vary between individuals. They also have manes and front legs. Some, particularly those transformed from Hippogriffs, have luminous bulbs protruding from their foreheads which can be used to project light into dark waters.

Princess Skystar (Seapony)

Body: D8 **Mind: D10** **Charm: D6** **Stamina: 18**

Talents: Special Skill: Swimming (D12), Fly (D6), Honorable (D10), Nimble (D10).

Quirks: Restricted to water, Short Attention Span, Too Silly

A bundle of fizzing, bursting energy, the young princess of Seaquestria is always on the hunt for adventure. She has spent her life under the sea, almost constantly bored. Having felt hemmed in by the walls of her aquatic home she longed for the thrill of the unknown. To soar to new lands, meet new creatures, make new friends!

Her drive to experience new things and form friendships is ultimately what convinced her mother to help the ponies of Equestria. Her enthusiasm uplifts those around her, even if she does get a bit hyper every now and then. The denizens of Seaquestria often joke that the laughter and singing of Princess Skystar is what kept them all safe.

Antoine Gagnon-Cyr (Order #31365765)

Queen Novo (Seapony)

Body: D8 **Mind: D20** **Charm: D20** **Stamina: 28**

Talents: Special Skill: Swimming (D10), Fly (D10), Honorable (D10)

Quirks: Restricted to water, Yearns to be a Hippogriff

A flash of vivid purple, sleek white, and bright blue—Queen Novo is as dazzlingly beautiful as she is intelligent. She has kept Seaquestria secret and safe for many years, having decided that to hide beneath Mount Aris was the best way to avoid the wrath of the Storm King. Though she doesn't regret her decision to hide underwater, she has always secretly longed to return to life on land.

Seapony Royal Escort

Body: D10 **Mind: D6** **Charm: D6** **Stamina: 26**

Talents: Special Skill: Swimming (D12), Special Skill: Spear (D10), Fly (D12), Honorable (D12)

Quirks: Restricted to water, Wary

Queen Novo's Royal Escorts are with her much of the day, and guard her throne by night. She considers them a great asset, and good friends as well. The Queen is particularly fond of the escorts Haven Bay and Salina Sparkle.

Antoine Gagnon-Cyr (Order #31365765)

HIPPOGRIFF CHARACTERS

Typical Hippogriff

Body: D6 **Mind: D6** **Charm: D6** **Stamina: 26**

Talents: Fly (D6), Honorable (D6)

Quirks: Choose one

As brave and strong as they are majestic, the Hippogriffs of Mount Aris are a folk unlike any others. Hippogriffs have been living on the mountain since before Equestria was even founded. Physically they are similar in ways to Griffons and Pegasi (and have a significant history with both). They have the front half of an eagle and the hind of a pony; their front legs have talons (though much smaller than a Griffon's talons) and on their back legs they have hooves. Feathered crests decorate ears on the side of their heads, and their wings tend to be larger than those of a pegasus. Hippogriffs generally stand a head above Equestrian ponies, though smaller individuals might be a similar size.

Princess Skystar (Hippogriff)

Body: D6 **Mind: D10** **Charm: D12** **Stamina: 16**

Talents: Fly (D6), Honorable (D10), Nimble (D10)

Quirks: Short Attention Span, Too Silly

Since the Storm King was defeated Skystar has been able to do just about all the exploring and friend-making that she wants—in-fact she's barely stopped. Ponies of Equestria have been seeing blurs of yellow and blue dart through the sky, as the Princess visited towns and cities all over the land. She still recognizes her duty as Princess, and makes sure to return to her home frequently as well. When not playing with new friends or helping her mother, Princess Skystar has been assisting with the restoration efforts in the City of Mount Aris. She's particularly keen to explore the currently inaccessible Winged Citadel.

Queen Novo (Hippogriff)

Body: D8 **Mind: D20** **Charm: D20** **Stamina: 28**

Talents: Fly (D10), Honorable (D10)

Quirks: Busy

Now that the Storm King crisis is over the Queen has returned to a more relaxed lifestyle, enjoying the comforts of her beautiful kingdom. She can often be found in the company of her escorts—the Hippogriff Royal Guards 'Haven Bay' and 'Salina Sparkle.'

Queen Novo holds within her the proud heart of a Hippogriff. She is proud of her subjects and her kingdom, but more than anything else she is proud of her daughter Princess Skystar. With no other direct family around, Queen Novo considers the Princess to be both her dear child and her best friend.

Antoine Gagnon-Cyr (Order #31365765)

AGENTS OF THE STORM KING

The Storm King

Body: D20 **Mind: D20** **Charm: D20** **Stamina: 40**

Talents: Keen Knowledge: Strategy (D20), Shock (D20), Magic Resistance (D10), Thick Hide (D8), Water Control (D12)

Quirks: Loud, Angry, Unhinged

Special: *The Staff of Sacanas. With this staff and a power source of stolen magic, The Storm King has near infinite control of weather in the local area.*

He ruled the south with an iron fist, an evil overlord who desired the subjugation of all other empires, nations, and creatures. Just before the first Friendship Festival could be held, The Storm King attacked Canterlot and overthrew the princesses. He was on the verge of gathering enough magic power to use the Staff for unlimited elemental control, but Princess Twilight Sparkle, with the help of the redeemed Tempest Shadow (and many others), managed to defeat him.

The Storm King commanded a huge army of Storm Minions, and an armada of airships which he used to launch unexpected invasions on distant lands. A long time ago the Storm King attacked Mount Aris and drove the Hippogriffs there into hiding underwater.

The Storm King was supposedly smashed into stone pieces at the moment of his defeat...but could he be powerful enough to dematerialize somehow? Most folk hope not.

Grubber

Body: D6 **Mind: D10** **Charm: D10** **Stamina: 16**

Talents: Keen Knowledge: Strategy (D8), Creative Flair: Eating (D10), Creative Flair: Taunting (D8).

Quirks: Gluttonous, Mean

He talks tough, but really all this empire conquering stuff is way too much for Grubber—he'd prefer to be chillin' out and catching some sun! There are benefits to working alongside the Storm King though, mainly the amount of food he gets to eat.

Grubber isn't necessarily a bad guy, he just made some bad decisions.

Antoine Gagnon-Cyr (Order #31365765)

Storm Minion

Body: D8 **Mind: D6** **Charm: D6** **Stamina: 14**

Talents: Special Skill: Spear (D6)

Quirks: Reliant on orders

The (mostly) loyal soldiers of the army of the Storm King, these grunts are used in brute squads, skirmishes, and full-on invasions. They are versatile fighters, though most are equipped with a black metal shield and spear. Their intimidation factor is just as important as their fighting skills. Nopony would dream to defy the Storm King with an army of his minions before him.

Storm Minion Commander

Body: D8 **Mind: D8** **Charm: D6** **Stamina: 16**

Talents: Special Skill: Spear (D6), Shock (D6), Magic Resistance (D6), Keen Knowledge: Strategy (D8)

Quirks: Reliant on orders, Bossy

Though still far below the Storm King in the hierarchy of the Storm Creatures, the Storm Minion Commanders have an elevated position that allows them to take control of soldier units and command them as they see fit. They report back to their superiors with detailed information about missions undertaken, and relay orders to the troops.
They have smaller versions of the spell shields, can manipulate storm magic a little, and are armed with spears. They have the best bits of each type of Storm Minion soldier.

Storm Minion Boltcaster

Body: 6 **Mind: D8** **Charm: D6** **Stamina: 14**

Talents: Shock (D6), Water Control (D6).

Quirks: Reliant on orders

Compared to most Storm Minions these Boltcasters have a little less brawn and a little more brain. They fill out the armies of the Storm King as projectile throwers, using a limited amount of element control and storm magic. They have traded in their spears and shields for dark metal staffs, twisted at the top. The most exceptional Boltcasters are presented with a crystal for the tip of their staff, and a belt of Storm Capsules.

Antoine Gagnon-Cyr (Order #31365765)

Storm Minion Spellshield

Body: D8 **Mind: D6** **Charm: D6** **Stamina: 14**

Talents: Magic Resistance (D10), Bulky (D8)

Quirks: Reliant on orders

Wielding enormous two handed shields, these Spellshields are the biggest bruisers on the battlefield. They train to move their shields with ease to defend from all directions at once. If a spell hits one it gets deflected off almost every time. If the spell caster is really unlucky they might find their own spell coming back at them!

With legions of soldiers in front, the Spellshields typically form a wall behind the first row during a battle. If things get tough they leap in front of the regular soldiers to bring their shields to bear. They can even form a turtle formation to protect against magic artillery!

Tempest Shadow

Body: D12 **Mind: D20** **Charm: D8** **Stamina: 32**

Talents: Telekinesis (D12), Stun Ray (D20), Teleport (D12), Forcefield (D10), Creative Flair: Leadership (D10), Keen Knowledge: Strategy (D12), Special Skill: Brawling (D10)

Quirks: Short fuse, Overconfident, Bossy

Originally from Equestria, Tempest Shadow fell from the light and ended up joining the Storm King's army as a Lieutenant. She oversaw many invasion operations and took part in a number of battles before the fateful day came when she returned to Canterlot.

Since the defeat of the Storm King she has been redeemed, and even made friends with Princess Twilight and the rest of the Mane 6. Before now, she had a broken horn—a wound which spoke of her troubled past. She joined the Storm King in the hopes that he could recover her magic and return it to her. Though the Storm King never kept up his end of the bargain, Tempest still managed to retrieve her magic when the Storm King was defeated.

Antoine Gagnon-Cyr (Order #31365765)

Other Creatures

Mimic

Body: D8 **Mind: D4** **Charm: D4** **Stamina: 12**

Talents: Engulf (D6)

Quirks: Short Fuse, Animal

Special: *The mimic can transform at will into the form of any inanimate object. It is very difficult to detect a mimic in this form. Anypony inspecting the object must pass a Mind challenge against a D20 in order to notice that the object is in fact a mimic.*

Since its first surprising discovery the mimic has been the worst nightmare of every adventurer. Guaranteed to ruin the day of any treasure-hunter, a mimic will take the form of any object it thinks will attract curious creatures: a treasure chest, a door, or an inviting comfy chair. If you find yourself feeling particularly curious toward an unassuming treasure chest, think twice before sticking your head inside!

Sea Serpent

Body: D20 **Mind: D6** **Charm: D6** **Stamina: 26**

Talents: Special Skill: Swimming (D8), Thick hide (D6)

Quirks: Short fuse

"Captain Hoofbeard 'ere, let me tell yer a story of the great sea serpent. It was a dark and stormy night and I was sailin' the Luna ocean, sun gleamin' in the sky, clear water as far as yer eye could see. I spot a shadow no less'n 40 pony-lengths headin' straight fer me. The creature passed below my ship as I gave the order - a hard starboard and head fer land, I may be a brave soul but none, none I say can stand against the might of the sea serpent."

Antoine Gagnon-Cyr (Order #31365765)

Shark

Body: D6 **Mind: D4** **Charm: D4** **Stamina: 10**

Talents: Special Skill: Swimming (D12), Special Skill: Bite (D8)

Quirks: Aggressive, Animal

Nurse Shark

Body: D6 **Mind: D6** **Charm: D4** **Stamina: 12**

Talents: Special Skill: Swimming (D8), Healing Touch (D6)

Quirks: Animal

Sky Serpent

Body: D12 **Mind: D6** **Charm: D6** **Stamina: 18**

Talents: Fly (D10), Thick hide (D4)

Quirks: Animal, Short fuse

Less physically strong than their marine cousins, these sky serpents are however, very quick in the air. They are known to sneak up on cruising airships and attack them, having mistaken them for prey.
They have long, slender bodies (much like normal snakes) often with cream, white, or sky blue scales down the entire length. They have between 1 and 4 pairs of wings, varying with each individual. The pairs of wings always start near the large head of the creature and proceed farther along the tail the more pairs the individual has.

White clouds on a sunny day might look beautiful, but you've no idea what could be lurking within...

Antoine Gagnon-Cyr (Order #31365765)

NPC TALENTS

Engulf
A creature with this talent can fully engulf any roughly pony-sized creature. When a creature touches you it must make a Body Challenge against your talent die. If the creature fails it is pulled inside (and suffers the effect of Acidic if you have the talent every time they make a test or challenge until they escape). The engulfed creature can repeat the Body Challenge to try and escape, or another creature on the outside can attempt the Body Challenge to try and pull the engulfed creature out. You cannot engulf more than one creature at a time, though any helpers trying to pull an engulfed creature out still suffer the effects of Acidic if you have the talent.

Shock
With this talent you can create electricity at will; perhaps it's a natural ability, or perhaps it is your control over localised weather to create thunderclouds and zap your foes!
When using this talent you may make a challenge against one target that is close by versus the target's body trait. The target loses an amount of stamina equal to the amount that the shock roll beat the target's roll.

Magic resistance
You can choose to roll this talent whenever a magical talent or spell is used against you. If you roll higher than the result of the magical roll you ignore all of the effects of the magic. If you roll double the magic test then the pony that used the spell must treat their magical spell as if it had been cast against themselves!

Thick hide
A creature with this talent has strong skin or tough scales and as such is better protected from damage. When you take damage from a physical source you take less damage depending on your die value in this talent as shown in the table below, to a minimum of 1. If you have a die value of D20 in this talent, you may reduce damage by 6 to a minimum of 0; you are really tough!
Thick hide cannot be used with other items or talents that reduce damage.

Talent value	Damage reduction
D4	2
D6	3
D8	4
D10	5
D12	6
D20	6 (damage can be reduced to 0)

Water control
This talent allows you to use your telekinesis to control and freeze water. At D4 you can freeze a cup of water or make it dance. At D20 you could part entire lakes and freeze rivers. This talent can be extremely useful for those ponies that want to go on underwater adventures!
You can only control water with this talent, you cannot create or destroy it.

Worldly
A creature with this talent is well traveled and wise and so gains an upgrade to their mind die whenever they are relying on experience. On the other hoof, they have found less time for reading and study so they downgrade their mind die whenever they make a mind test that relies on knowledge or study.
In addition, once per session you may roll your Worldly Talent die in addition to a Mind Trait die when using your wisdom, choosing any result.

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And there's more!

Keep exploring Equestria and enjoying your adventures with our range of useful gaming aids and expansion books for *Tails of Equestria*. Note that some of the artwork shown here may vary when production is finalized.

Adventures

Each of these books gives you a new story and all the details the GM is going to need to run a fun and challenging adventure. The first one can be found in *The Curse of the Statuettes expansion set*, which also includes a pad of **Pony Sheets**, a set of **roleplaying dice**, and a **GM screen** – the screen allows the GM to keep all information that the players cannot see (yet) secret. It also includes core information for quick reference.

Tokens of Friendship

These fragments of pure crystallized Friendship allow you to keep track of the Tokens of Friendship you have earned. And it's much nicer to actually hand out a shiny crystal when you give it as a present to a friend.

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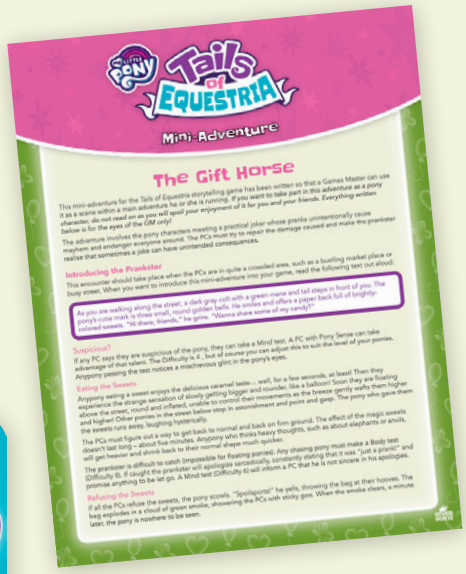
Tails of Equestria Roleplaying Dice

These are three different sets of *Tails of Equestria* roleplaying dice—sets specific for Pegasi, Unicorns, and Earth Ponies. Each set includes a mini-adventure.



Pony Sheet Pad

Included in the *Curse of the Statuettes expansion set*, this pad provides you with many tear-off Pony Sheets. Each sheet is either blank, or includes a drawing of a Pegasus, Unicorn or Earth pony (either a filly or a colt) for you to color in to match your character's appearance.

Expansion Books

These supplements are vital guides and collections of information for the GM and the players alike. The first example of these is *The Bestiary of Equestria*—a source of knowledge about the many creatures and races that inhabit the magical land of Equestria.

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PONY SHEET

Character Name: .....

Player Name: .....

Character Race: .....

Level: .....

Element of Harmony: .....

FRIENDSHIP

STAMINA:	MAX	CURRENT
	.....	.....

BODY

MIND

CHARM

TALENTS

RACE: .....

T: .....

T: .....

T: .....

T: .....

PORTRAIT

QUIRKS

MAIN: .....

Q: .....

Q: .....

Q: .....

FRIENDS:

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